SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*] BLOCK ARTHUR R	2. Issuer Name **and** Ticker or Trading Symbol COMCAST CORP [CMCSA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle) COMCAST CORPORATION 1500 MARKET STREET	3. Date of Earliest Transaction (Month/Day/Year) 01/20/2006	Director 10% Owner X Officer (give title below) Other (specify below) SVP, GC and Secretary

(Street) PHILADELPHIA PA 19102	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase[(1)]	$27.76	01/20/2006		A		45,500		[(2)]	01/19/2016	Class A Common Stock	45,500	$0	45,500	D	
Restricted Stock Units	[(3)]	01/20/2006		A		17,500		[(4)]	[(4)]	Class A Common Stock	17,500	$0	17,500	D	

Explanation of Responses:

1. This is an option to purchase Class A Common Stock.

2. As to 50% of the shares subject to this option, the shares vest in installments of 40%, 20%, 20% and 20% on the 2nd, 3rd, 4th and 5th anniversaries of the date of grant (January 20, 2006), respectively; and as to the other 50% of the shares subject to this option, the shares vest in installments of 20%, 10%, 10%, 10%, 10%, 10%, 10%, 10% and 10% on the 2nd, 3rd, 4th, 5th, 6th, 7th, 8th, 9th, and 9.5th anniversaries of the date of grant (January 20, 2006), respectively.

3. Each restricted stock unit represents a contigent right to receive one share of Class A Common Stock.

4. The restricted stock units vest in installments of 15%, 15%, 15%, 15% and 40% on the 13th-month, 2nd, 3rd, 4th and 5th anniversaries of the date of grant (January 20, 2006), respectively.

Remarks:

/s/ Block, Arthur R.   01/20/2006

** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.