

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>ROBERTS RALPH J</u> (Last) (First) (Middle) <u>COMCAST CORPORATION</u> <u>1500 MARKET STREET</u> (Street) <u>PHILADELPHIA PA</u> <u>19102</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COMCAST CORP [CMCSA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman-Exec & Finance Comm</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/04/2003</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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			
Class A Special Common Stock	12/04/2003		G		1,734	D ⁽¹⁾	(1)	1,692,535 ⁽²⁾	D	
Class A Special Common Stock	12/16/2003		G		200	D	\$0	1,692,335	D	
Class A Special Common Stock	12/17/2003		G		346	D ⁽³⁾	(3)	1,691,989 ⁽²⁾	D	
Class A Special Common Stock	12/17/2003		G		346	D ⁽³⁾	(3)	1,691,643 ⁽²⁾	D	
Class A Special Common Stock	12/17/2003		G		346	D ⁽³⁾	(3)	1,691,297 ⁽²⁾	D	
Class A Special Common Stock	12/17/2003		G		405	D ⁽⁴⁾	(4)	1,690,892 ⁽²⁾	D	
Class A Special Common Stock	12/17/2003		G		405	D ⁽⁴⁾	(4)	1,690,487 ⁽²⁾	D	
Class A Special Common Stock	12/17/2003		G		405	D ⁽⁴⁾	(4)	1,690,082 ⁽²⁾	D	
Class A Special Common Stock								346,456	I	By Family Partnerships

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				
Restricted Share Units	\$0.0000 ⁽⁵⁾	01/30/2004		A		423,346		(6)	01/02/2007	Class A Common Stock	423,346	\$0	423,346	D	

Explanation of Responses:

- The shares were initially transferred by gift from the Reporting Person to the Reporting Person's spouse, who shares the Reporting Person's household, and then on 12/8/03 were transferred from the Reporting Person's spouse to family limited partnerships.
- Between 12/4/03 and 12/17/03, there were intervening changes in the reporting person's form of beneficial ownership. After the transactions reported on this Form 4, the reporting person directly beneficially owned 1,690,082 shares of Class A Special Common Stock and indirectly beneficially owned 346,456 shares of Class A Common Stock through family limited partnerships.
- Gifts to spouse who shares the Reporting Person's household; gifts are units in family limited liability companies, which are the general partners of family limited partnerships holding shares of Class A Special Common Stock.
- Gifts of units in family limited liability companies, which are the general partners of family limited partnerships holding shares of Class A Special Common Stock.
- Each restricted share unit represents the right to receive one share of Class A Common Stock.
- These restricted share units vest as follows: 141,116 shares vest on January 2, 2005, 141,115 shares vest on January 2, 2006 and 141,115 shares vest on January 2, 2007.

Remarks:

/s/ Roberts, Ralph J. 02/03/2004

** 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.