

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>COHEN DAVID L</u>  (Last) (First) (Middle) <u>ONE COMCAST CENTER</u>  (Street) <u>PHILADELPHIA PA 19103</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2012</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 <input type="checkbox"/> 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 Common Stock	02/17/2012		M		543,750	A	\$18.08	634,990.3038	D	
Class A Common Stock	02/17/2012		F		424,975	D	\$28.45	210,015.3038	D	
Class A Special Common Stock	02/17/2012		M		75,000	A	\$15.8933	113,633.203	D	
Class A Special Common Stock	02/17/2012		M		6,375	A	\$15.8933	120,008.203	D	
Class A Special Common Stock	02/17/2012		F		4,754	D	\$27.63	115,254.203	D	
Class A Special Common Stock	02/17/2012		F		7,044	D	\$28.39	108,210.203	D	
Class A Special Common Stock	02/17/2012		F		46,697	D	\$27.63	61,513.203	D	
Class A Common Stock								123,087	I	By GRATs
Class A Common Stock								144,663	I	By Trusts
Class A Special Common Stock								31,509	I	By Trusts

**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	\$18.08	02/17/2012		M		543,750		(1)	02/25/2013	Class A Common Stock	543,750	\$0.0000	56,250	D	
Option to Purchase	\$15.8933	02/17/2012		M		75,000		(1)	07/01/2012	Class A Special Common Stock	75,000	\$0.0000	0.0000	D	
Option to Purchase	\$15.8933	02/17/2012		M		6,375		(1)	10/26/2012	Class A Special Common Stock	6,375	\$0.0000	6,375	D	

**Explanation of Responses:**

1. This option is immediately exercisable.

Arthur R. Block, Attorney-in-fact 02/21/2012

\*\* 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.