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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): June 30, 2011**

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**Comcast Corporation**

(Exact Name of Registrant as Specified in its Charter)

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**Pennsylvania**

(State or Other Jurisdiction of Incorporation)

**001-32871**

(Commission  
File Number)

**27-0000798**

(IRS Employer  
Identification No.)

**One Comcast Center**

**Philadelphia, PA**

(Address of Principal Executive Offices)

**19103-2838**

(Zip Code)

**Registrant's telephone number, including area code: (215) 286-1700**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 30, 2011, Mr. Brian L. Roberts, the Chairman and Chief Executive Officer of Comcast Corporation, entered into an amendment to his employment agreement pursuant to which the term of his employment agreement (which otherwise would have expired on June 30, 2011) was extended to June 30, 2012.

**Item 9.01(d). Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Amendment No. 5 to Employment Agreement with Brian L. Roberts entered into on June 30, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**COMCAST CORPORATION**

Date: July 1, 2011

By: /s/ Arthur R. Block

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Arthur R. Block  
Senior Vice President, General Counsel and Secretary

**AMENDMENT NO. 5 TO EMPLOYMENT AGREEMENT**

This AMENDMENT NO 5 TO EMPLOYMENT AGREEMENT is entered into on the 30<sup>th</sup> day of June, 2011, between COMCAST CORPORATION, a Pennsylvania corporation (together with its subsidiaries, the "Company"), and BRIAN L. ROBERTS ("Employee").

**BACKGROUND**

WHEREAS, the parties entered into an Employment Agreement dated as of January 1, 2005, as amended (the "Agreement"), that sets forth the terms and conditions of Employee's employment with the Company, and

WHEREAS, the parties desire to amend the Agreement on the terms and conditions contained herein.

NOW, THEREFORE, the parties hereto, intending to be legally bound hereby, agree as follows:

1. Subparagraph 2(ii) of the Agreement is hereby deleted and replaced in its entirety by the following: "(ii) June 30, 2012."
2. Except as modified hereby, the Agreement shall continue unmodified and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Amendment No. 5 on the date first-above written.

COMCAST CORPORATION

By: /s/ Arthur R. Block

EMPLOYEE:

/s/ Brian L. Roberts  
Brian L. Roberts