COMCAST CORP

Form 4 January 05, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

Number:

3235-0287

Expires:

Form filed by More than One Reporting

January 31, 2005

0.5

Estimated average burden hours per response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BRODSKY JULIAN A** Issuer Symbol COMCAST CORP [CMCSA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner _ Other (specify Officer (give title COMCAST CORPORATION, 1500 01/04/2005 below) MARKET STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

PHILADELPHIA, PA 19102

(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 Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Class A Special Common Stock (1)	01/04/2005		M	10,666	A	\$ 9.375	447,574	D		
Class A Special Common Stock (2)	01/04/2005		F	3,146	D	\$ 31.78	444,428	D		
Class A Special Common Stock							290,042	I	By GRATs	

Edgar Filing: COMCAST CORP - Form 4

Class A Special Common Stock

345,303 I

By Trust

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

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 control number.

SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase (3)	\$ 9.375	01/04/2005		M	10,666	<u>(4)</u>	01/13/2005	Class A Special Common Stock	10,666

Reporting Owners

Reporting Owner Name / Address	Relationships					
Transfer and the same and	Director	10% Owner	Officer	Other		
BRODSKY JULIAN A COMCAST CORPORATION 1500 MARKET STREET PHILADELPHIA, PA 19102	X					
0:						

Signatures

/s/ Brodsky, 01/05/2005 Julian A. Date

**Signature of Reporting Person

Reporting Owners 2 Edgar Filing: COMCAST CORP - Form 4

Explanation of Responses:

- * 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).
- (1) Shares acquired upon exercise of options.
- (2) Shares delivered for payment of option exercise price.
- (3) This is an option to purchase Class A Special Common Stock.
- (4) This option is immediately exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.