

COMCAST CORP
Form 4
November 09, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH LAWRENCE S

(Last) (First) (Middle)

COMCAST CORPORATION, 1500
MARKET STREET

(Street)

PHILADELPHIA, PA 19102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COMCAST CORP [CMCSA]

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Co-CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	V	Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
					(A)	(D)			
Option to Purchase <u>(1)</u>	\$ 32.8437	11/07/2005	D ⁽²⁾			3,044	<u>(2)</u>	05/01/2009	Class A Special Common Stock
Option to Purchase <u>(1)</u>	\$ 32.8437	11/07/2005	D ⁽²⁾			53,750	<u>(2)</u>	05/01/2009	Class A Special Common Stock
Option to Purchase <u>(1)</u>	\$ 32.8437	11/07/2005	D ⁽²⁾			43,206	<u>(2)</u>	05/01/2009	Class A Special Common Stock
Option to Purchase <u>(1)</u>	\$ 32.8437	11/07/2005	A ⁽²⁾		3,044		05/01/2009	05/01/2009	Class A Special Common Stock
Option to Purchase <u>(1)</u>	\$ 32.8437	11/07/2005	A ⁽²⁾		53,750		05/01/2009	05/01/2009	Class A Special Common Stock
Option to Purchase <u>(1)</u>	\$ 32.8437	11/07/2005	A ⁽²⁾		43,206		05/01/2009	05/01/2009	Class A Special Common Stock
Option to Purchase <u>(1)</u>	\$ 37.5625	11/07/2005	D ⁽³⁾			2,662	<u>(3)</u>	06/01/2010	Class A Special Common Stock
Option to Purchase <u>(1)</u>	\$ 37.5625	11/07/2005	D ⁽³⁾			797,338	<u>(3)</u>	06/01/2010	Class A Special Common Stock
Option to Purchase <u>(1)</u>	\$ 37.5625	11/07/2005	A ⁽³⁾		2,662		06/01/2010	06/01/2010	Class A Special Common Stock
Option to Purchase <u>(1)</u>	\$ 37.5625	11/07/2005	A ⁽³⁾		797,338		06/01/2010	06/01/2010	Class A Special Common Stock

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Option to Purchase <u>(1)</u>	\$ 36.97	11/07/2005	D ⁽⁴⁾	5,408	⁽⁴⁾	07/29/2011	Class A Special Common Stock
Option to Purchase <u>(1)</u>	\$ 36.97	11/07/2005	D ⁽⁴⁾	244,592	⁽⁴⁾	07/29/2011	Class A Special Common Stock
Option to Purchase <u>(1)</u>	\$ 36.97	11/07/2005	A ⁽⁴⁾	5,408		07/29/2011 07/29/2011	Class A Special Common Stock
Option to Purchase <u>(1)</u>	\$ 36.97	11/07/2005	A ⁽⁴⁾	244,592		07/29/2011 07/29/2011	Class A Special Common Stock
Option to Purchase <u>(1)</u>	\$ 35.49	11/07/2005	D ⁽⁵⁾	300,000	⁽⁵⁾	01/23/2012	Class A Special Common Stock
Option to Purchase <u>(1)</u>	\$ 35.49	11/07/2005	A ⁽⁵⁾	300,000		01/23/2012 01/23/2012	Class A Special Common Stock
Option to Purchase <u>(1)</u>	\$ 23.84	11/07/2005	D ⁽⁶⁾	115,806	⁽⁶⁾	10/26/2012	Class A Special Common Stock
Option to Purchase <u>(1)</u>	\$ 23.84	11/07/2005	D ⁽⁶⁾	4,194	⁽⁶⁾	10/26/2012	Class A Special Common Stock
Option to Purchase <u>(1)</u>	\$ 25.83	11/07/2005	A ⁽⁶⁾	115,806	⁽⁷⁾	10/26/2012	Class A Special Common Stock
Option to Purchase <u>(1)</u>	\$ 25.83	11/07/2005	A ⁽⁶⁾	4,194	⁽⁸⁾	10/26/2012	Class A Special Common Stock
Option to Purchase <u>(9)</u>	\$ 27.12	11/07/2005	D ⁽¹⁰⁾	450,000	⁽¹⁰⁾	02/25/2013	Class A Common Stock
Option to Purchase	\$ 27.12	11/07/2005	A ⁽¹⁰⁾	450,000		02/25/2013 02/25/2013	Class A Common

<u>(9)</u>								Stock
Option to Purchase	\$ 29.88	11/07/2005	D ⁽¹¹⁾	375,000	(11)	03/07/2014		Class A Common Stock
<u>(9)</u>								
Option to Purchase	\$ 29.88	11/07/2005	A ⁽¹¹⁾	375,000		03/07/2014	03/07/2014	Class A Common Stock
<u>(9)</u>								
Option to Purchase	\$ 33.99	11/07/2005	D ⁽¹²⁾	200,000	(12)	03/13/2015		Class A Common Stock
<u>(9)</u>								
Option to Purchase	\$ 33.99	11/07/2005	A ⁽¹²⁾	200,000		03/13/2015	03/13/2015	Class A Common Stock
<u>(9)</u>								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH LAWRENCE S COMCAST CORPORATION 1500 MARKET STREET PHILADELPHIA, PA 19102			EVP & Co-CFO	

Signatures

/s/ Smith,
Lawrence S. 11/09/2005

**Signature of
Reporting Person

Date

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) This is an option to purchase Class A Special Common Stock.
The reported transactions with this same footnote involved amendments of three outstanding options, resulting in the deemed cancellation of the old options and the grant of three replacement options. The old options were originally granted on May 3, 1999. The vesting schedules of the old options were reported on an amended Form 4 filed by the reporting person on 11/20/02.
- (2) The reported transactions with this same footnote involved amendments of two outstanding options, resulting in the deemed cancellation of the old options and the grant of two replacement options. The old options were originally granted on June 2, 2000. The vesting schedules of the old options were reported on an amended Form 4 filed by the reporting person on 11/20/02.
- (3) The reported transactions with this same footnote involved amendments of two outstanding options, resulting in the deemed cancellation of the old options and the grant of two replacement options. The old options were originally granted on July 30, 2001. The vesting schedules of the old options were reported on an amended Form 4 filed by the reporting person on 11/20/02.
- (4) The reported transactions with this same footnote involved an amendment of an outstanding option, resulting in the deemed cancellation of the old option and the grant of a replacement option. The old option was originally granted on January 24, 2002. The vesting schedule of the old option was reported on an amended Form 4 filed by the reporting person on 11/20/02.
- (5)
- (6)

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The reported transactions with this same footnote involved amendments of two outstanding options, resulting in the deemed cancellation of the old options and the grant of two replacement options. The old options were originally granted on October 28, 2002. The vesting schedules of the old options were reported on an amended Form 4 filed by the reporting person on 11/20/02.

- (7) The vesting schedule of this replacement option is the same as the vesting schedule for the old option: 57,750 shares are immediately exercisable; 19,250 shares are exercisable on each of 10/28/2006 and 10/28/2007; 4,750 shares are exercisable on each of 10/28/2008, 10/28/2009, 10/28/2010 and 10/28/2011; and 556 shares are exercisable on 4/26/2012.
- (8) The vesting schedule of this replacement option is the same as the vesting schedule for the old option: the shares are exercisable on 4/27/2012.
- (9) This is an option to purchase Class A Common Stock.

- (10) The reported transactions with this same footnote involved an amendment of an outstanding option, resulting in the deemed cancellation of the old option and the grant of a replacement option. The old option was originally granted on February 26, 2003. The vesting schedule of the old option was reported on a Form 4 filed by the reporting person on 2/28/03.

- (11) The reported transactions with this same footnote involved an amendment of an outstanding option, resulting in the deemed cancellation of the old option and the grant of a replacement option. The old option was originally granted on March 9, 2004. The vesting schedule of the old option was reported on a Form 4 filed by the reporting person on 3/11/04.

- (12) The reported transactions with this same footnote involved an amendment of an outstanding option, resulting in the deemed cancellation of the old option and the grant of a replacement option. The old option was originally granted on March 14, 2005. The vesting schedule of the old option was reported on a Form 4 filed by the reporting person on 3/15/05.

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

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