

COMCAST CORP  
Form 4  
March 12, 2007

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
**ROBERTS BRIAN L**

(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)  
**03/08/2007**

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)  
**Chairman of Board, Pres. & CEO**

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 Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                     |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Class A Common Stock <sup>(1)</sup> | 03/09/2007                           |  | M                              |   | 24,750 A \$ 0   | 73,327   | D   |
| Class A Common Stock <sup>(2)</sup> | 03/09/2007                           |  | F                              |   | 10,858 D \$ 26.12   | 62,469   | D   |
| Class A Special Common Stock        | 03/08/2007                           |  | G                              |   | 5 D \$ 0  | 634,688  | D   |
|                                     |                                      |  |                                |   |   | 6,327.137  | I By 401(k)   |

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|                                       |  |  |  |            |   |  |                |
|---------------------------------------|--|--|--|------------|---|--|----------------|
| Class A<br>Common<br>Stock            |  |  |  |            |   |  |                |
| Class A<br>Common<br>Stock            |  |  |  | 2,034      | I |  | By Spouse      |
| Class A<br>Special<br>Common<br>Stock |  |  |  | 61,698.732 | I |  | By 401(k)      |
| Class A<br>Special<br>Common<br>Stock |  |  |  | 240        | I |  | By<br>Daughter |
| Class A<br>Special<br>Common<br>Stock |  |  |  | 7,056,323  | I |  | By LLC         |
| Class A<br>Special<br>Common<br>Stock |  |  |  | 4,068      | I |  | By Spouse      |
| Class A<br>Special<br>Common<br>Stock |  |  |  | 1,222,065  | I |  | By Trusts      |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. De<br>Sec<br>(In |                                     |
|---|--|---|---|--------------------------------------|--|--|---|---------------------|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title               | Amount<br>or<br>Number<br>of Shares |

|                              |     |            |   |        |     |     |                            |        |
|------------------------------|-----|------------|---|--------|-----|-----|----------------------------|--------|
| Restricted<br>Stock<br>Units | (3) | 03/09/2007 | M | 24,750 | (4) | (4) | Class A<br>Common<br>Stock | 24,750 |
|------------------------------|-----|------------|---|--------|-----|-----|----------------------------|--------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| ROBERTS BRIAN L<br>COMCAST CORPORATION<br>1500 MARKET STREET<br>PHILADELPHIA, PA 19102 | X             |           | Chairman of Board, Pres. & CEO |       |

## Signatures

By: Arthur R. Block, Attorney-in-fact for Brian L. Roberts  
03/09/2007

\_\_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) Shares acquired on the vesting of restricted stock units.
- (2) Shares withheld for payment of tax liability.
- (3) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
- (4) The restricted stock units vest in installments of 15%, 15%, 15%, 15% and 40% on the 1st, 2nd, 3rd, 4th and 5th anniversaries of the date of grant (March 9, 2004), respectively.

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.