COMCAST CORP

Form 4 March 13, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

OMB APPROVAL

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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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ROBERTS BRIAN L

2. Issuer Name and Ticker or Trading Symbol

COMCAST CORP [CMCSA]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Check all applicable)

COMCAST CORPORATION, 1500

(Month/Day/Year) 03/09/2006

_X__ Director 10% Owner _X__ Officer (give title _ Other (specify

below)

Chairman of Board, Pres. & CEO

MARKET STREET

(Street)

(State)

(First)

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

(City)

PHILADELPHIA, PA 19102

Filed(Month/Day/Year)

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)	` '		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Class A	0.2 (0.0 (2.0 0.0			46 500	, ,		25 = 10	_	
Common Stock (1)	03/09/2006		M	16,500	A	\$ 0	25,749	D	
Class A Common Stock (2)	03/09/2006		F	7,246	D	\$0	18,503	D	
Class A Common Stock							2,469.869	I	By 401(k)
Class A Common							1,356	I	By Spouse

Stock

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 (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. Transactio Code (Instr. 8)	5. Number of on 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 A Underlying S (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Option to Purchase	\$ 26.25	03/10/2006		A	504,000	(D)	03/10/2007(4)	03/09/2016	Class A Common Stock
Restricted Stock Units	<u>(5)</u>	03/09/2006		M		16,500	<u>(6)</u>	<u>(6)</u>	Class A Common Stock
Restricted Stock Units	<u>(5)</u>	03/10/2006		A	201,000		04/10/2007(7)	<u>(7)</u>	Class A Common Stock

Reporting Owners

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

Signatures

By: Arthur R. Block, Attorney-in-fact for Brian L.
Roberts
03/13/2006

**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).

Reporting Owners 2

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- (1) Shares acquired on the vesting of restricted stock units.
- (2) Shares withheld for payment of tax liability.
- (3) This is an option to purchase Class A Common Stock.
 - The date of grant was March 10, 2006, and the shares vest as follows: 30% vests on the 2nd anniversary of the date of grant; an additional
- (4) 15% vests on each of the 3rd, 4th and 5th anniversaries of the date of grant; and an additional 5% vests on each of the 6th, 7th, 8th, 9th and 9.5th anniversaries of the date of grant.
- (5) Each restricted stock unit represents a contigent right to receive one share of Class A Common Stock.
- (6) 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.
- (7) The restricted stock units vest in installments of 15%, 15%, 15%, 15% and 40% on the 13th-month, 2nd, 3rd, 4th and 5th anniversaries of the date of grant (March 10, 2006), 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.