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| COMCAST | CORP | | | | | | | | | | |
|--|--|----------|----------------------|---|-------------|-----------|--|--|--|------------------------|--|
| Form 4 | | | | | | | | | | | |
| March 13, 20 | _ | | | | | | | | | PPROVAL | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | ОМВ | 3235-0287 | | | |
| Check this box Washington, D.C. 20549 | | | | | | | | Number: | January 31, | | |
| if no long subject to | if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF | | | | | | | NERSHIP OF | Expires: | 2005 | |
| Subject to Section 16. Form 4 or | | | | SECURITIES | | | | | Estimated burden hou response | urs per | |
| Form 5 obligations may continue. See Instruction 1(b). 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 F | Responses) | | | | | | | | | | |
| SMITH LAWRENCE S Symbol | | | Symbol | Issuer Name and Ticker or Trading ibol MCAST CORP [CMCSA] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | | | - | SAJ | | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of (Month/Da | Earliest Tr av/Year) | ansaction | | | Director | 109 | % Owner | |
| | | | | /09/2006X_ | | | | X Officer (give below) | Difficer (give title Other (specify below) EVP & Co-CFO | | |
| | | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| PHILADEL | PHIA, PA 191 | 02 | | | | | | Person | Aore than One R | eporting | |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative S | Securi | ties Ac | quired, Disposed o | f, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) | | | 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) | | | | SecuritiesIBeneficially(OwnedI | ndirect (I) Owr | Indirect Beneficial | |
| | | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | | |
| Class A Common Stock <u>(1)</u> | 03/09/2006 | | | М | 7,500 | А | \$0 | 8,741.3644 | D | | |
| Class A Common Stock (2) | 03/09/2006 | | | F | 3,254 | D | \$ 0 | 5,487.3644 | D | | |
| Class A Common Stock | | | | | | | | 1,294 | I | By IRA | |

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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 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 An Underlying Se (Instr. 3 and 4) |
|---|---|---|---|--|--|-------|--|--------------------|--|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Option to Purchase (3) | \$ 26.25 | 03/10/2006 | | А | 235,000 | | 03/10/2007(4) | 03/09/2016 | Class A Common Stock |
| Restricted Stock Units | <u>(5)</u> | 03/09/2006 | | М | | 7,500 | <u>(6)</u> | (6) | Class A Common Stock |
| Restricted Stock Units | <u>(5)</u> | 03/10/2006 | | А | 93,500 | | 04/10/2007(7) | (7) | Class A Common Stock |

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 | | | | | | | |
| | | . | G | | | | |

| Smith | 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).
- (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.

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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.