

COMCAST CORP
Form 4
November 06, 2006

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 *
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)
11/02/2006

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Class A Special Common Stock | 10/31/2006 | | G | V | 25,000 | D | \$ 0 |
| Class A Special Common Stock ⁽¹⁾ | 11/02/2006 | | M | | 42,000 | A | \$ 9.1875 |
| Class A Special Common Stock ⁽¹⁾ | 11/02/2006 | | M | | 34,098 | A | \$ 14.9375 |
| | | | | | | | 100,332.818 |
| | | | | | | | 142,332.818 |
| | | | | | | | 176,430.818 |

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Class A
Special
Common
Stock (2)
11/02/2006
F 68,598 D \$ 40 107,832.818 D

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. Transaction Code (Instr. 8) | 5. Number of 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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| <u>Option to Purchase (3)</u> | \$ 14.9375 | 03/23/2006 | | G | V 7,902 | <u>(4)</u> 01/09/2008 | Class A Special Common Stock 7,902 |
| <u>Option to Purchase (3)</u> | \$ 32.8437 | 08/18/2006 | | G | V 19,206 | 05/01/2009 05/01/2009 | Class A Special Common Stock 19,206 |
| <u>Option to Purchase (3)</u> | \$ 37.5625 | 08/18/2006 | | G | V 13,461 | 06/01/2010 06/01/2010 | Class A Special Common Stock 13,461 |
| <u>Option to Purchase (3)</u> | \$ 9.1875 | 11/02/2006 | | M | 42,000 | <u>(4)</u> 02/05/2007 | Class A Special Common Stock 42,000 |
| <u>Option to Purchase (3)</u> | \$ 14.9375 | 11/02/2006 | | M | 34,098 | <u>(4)</u> 01/09/2008 | Class A Special Common Stock 34,098 |

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. | 11/06/2006 |
| **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 upon exercise of options.
 - (2) Shares delivered for payment of option exercise price and tax liability.
 - (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.