

COMCAST CORP
Form 8-A12B
September 15, 2006

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934
COMCAST CORPORATION**

Comcast Cable Communications, LLC
Comcast Cable Communications Holdings, Inc.
Comcast Cable Holdings, LLC
Comcast MO Group, Inc.
Comcast MO of Delaware, LLC
(Exact Name of Registrant as Specified in Its Charter)

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|--|--------------------------------------|
| PENNSYLVANIA | 27-0000798 |
| DELAWARE | 23-2175755 |
| DELAWARE | 04-3592397 |
| DELAWARE | 84-1260157 |
| DELAWARE | 91-2047743 |
| DELAWARE | 84-1372033 |
| (State of Incorporation or Organization) | (I.R.S. Employer Identification No.) |

| | |
|--|---------------------------------|
| 1500 Market Street Philadelphia, PA (Address of Principal Executive Offices) | 19102-2148 (Zip Code) |
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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

| | |
|---|-------------------|
| Securities Act registration statement file number to which this form relates: | <u>333-132750</u> |
| Securities to be registered pursuant to Section 12(b) of the Act: | (If applicable) |

| | |
|---|--|
| <u>Title of Each Class to be so Registered</u> | <u>Name of Each Exchange on Which Each Class is to be Registered</u> |
| 7.00% Notes Due 2055, Series B | New York Stock Exchange |
| Securities to be registered pursuant to Section 12(g) of the Act: | |
| None | |

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered

The description of the 7.00% Notes Due 2055, Series B and the guarantees thereof presented under the caption Description of the Notes in the Prospectus Supplement dated September 14, 2006 and filed with the Securities and Exchange Commission on September 15, 2006 and under the caption Description of Debt Securities and Cable Guarantees in the Prospectus contained in the Registrant's effective Registration Statement on Form S-3 (Registration No. 333-132750) as amended, which Registration Statement was filed with the Securities and Exchange Commission on March 27, 2006, is incorporated herein by reference.

Item 2. Exhibits

Exhibit

| <u>Number</u> | <u>Description</u> |
|----------------------|--|
| 4.1 | Indenture dated as of January 7, 2003 (the Indenture) by and among the Company, the Comcast Cable Communications, LLC (formerly known as Comcast Cable Communications, Inc.), Comcast Cable Communications Holdings, Inc., Comcast Cable Holdings, LLC, Comcast MO Group, Inc. (collectively with Comcast MO of Delaware, LLC (formerly known as Comcast MO of Delaware, Inc.), the Cable Guarantors) and The Bank of New York, as trustee (the Trustee), relating to the Registrant's debt securities (Incorporated by reference to the Registration Statement on Form S-3, File No. 333-101861, filed with the Securities and Exchange Commission on December 16, 2002). |
| 4.2 | First Supplemental Indenture dated as of March 25, 2003 by and among the Company, the Cable Guarantors and the Trustee (incorporated by reference to the Registration Statement on Form S-3, File No. 333-104034, filed with the Securities and Exchange Commission on March 26, 2003). |
| 4.3 | Form of Officers' Certificate setting forth the terms of the Notes. |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrants have duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Comcast Corporation
Comcast Cable Communications, LLC
Comcast Cable Communications Holdings, Inc.
Comcast Cable Holdings, LLC
Comcast MO Group, Inc.
Comcast MO of Delaware, LLC

By: /s/ Arthur R. Block
Name: Arthur R. Block
Title: Senior Vice President

Date: September 14, 2006