

COMCAST CORP
Form 4
March 17, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BURKE STEPHEN B

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
COMCAST CORP [CMCSA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

COMCAST CORPORATION, ONE COMCAST CENTER

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
COO & Executive Vice President

PHILADELPHIA, PA 19103

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Class A Common Stock ⁽¹⁾	03/14/2009		M		20,250	A	\$ 0	224,186.467	D
Class A Common Stock ⁽²⁾	03/14/2009		F		8,547	D	\$ 0	215,639.467	D
Class A Common Stock ⁽¹⁾	03/16/2009		M		24,984	A	\$ 0	240,623.467	D
Class A Common	03/16/2009		F		10,545	D	\$ 0	230,078.467	D

Stock ⁽²⁾

Class A
Common
Stock

7,739.804 I By 401(k)

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

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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)	Amount or Number of Shares
Restricted Stock Units	<u>(3)</u>	03/14/2009		M	20,250	<u>(4)</u> <u>(4)</u>	Class A Common Stock	20,250
Restricted Stock Units	<u>(3)</u>	03/16/2009		M	24,984	04/16/2008 <u>(5)</u> <u>(5)</u>	Class A Common Stock	24,984

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURKE STEPHEN B COMCAST CORPORATION ONE COMCAST CENTER PHILADELPHIA, PA 19103			COO & Executive Vice President	

Signatures

By: Arthur R. Block, Attorney-in-fact for Stephen B. Burke

03/16/2009

__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 14, 2005), respectively.
- (5) 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 16, 2007), respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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