

COMCAST CORP
Form 4
September 26, 2012

FORM 4

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

OMB APPROVAL

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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 *
COMCAST CORP

2. Issuer Name and Ticker or Trading Symbol
Clearwire Corp /DE [CLWR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE COMCAST CENTER
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/24/2012

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

PHILADELPHIA, PA 19103-2838
(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 Indirect Ownership (Instr. 4)			
Class A Common Stock of Clearwire Corp	09/24/2012		J ⁽⁴⁾	V	88,504,132 (1) (2) (4) (5)	A	\$ 0 (3)	88,504,132 (1) (2) (4) (5)	I	See footnotes (1) (2) (5)

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

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(9-02)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Class B Common Stock of Clearwire Corp	\$ 0 ⁽³⁾	09/24/2012		J ⁽⁴⁾	88,504,132 <u>(1)</u> <u>(2)</u> <u>(4)</u> <u>(6)</u>	<u>(3)</u>	<u>(3)</u>	Class A Common Stock of Clearwire Corp
Class B Common Units of Clearwire Communications, LLC	\$ 0 ⁽³⁾	09/24/2012		J ⁽⁴⁾	88,504,132 <u>(1)</u> <u>(2)</u> <u>(4)</u> <u>(6)</u>	<u>(3)</u>	<u>(3)</u>	Class A Common Stock of Clearwire Corp

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COMCAST CORP ONE COMCAST CENTER PHILADELPHIA, PA 19103-2838		X		

Signatures

/s/ Arthur R. Block, Senior Vice President
 Date: 09/26/2012

**Signature of Reporting Person

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).

A wholly owned subsidiary of Comcast Corporation ("Comcast") is party to an Equityholders' Agreement dated as of November 28, 2008

(1) (the "Equityholders' Agreement") with Clearwire Corporation (the "Issuer") and the other parties thereto (collectively, the "Unaffiliated Stockholders").

By virtue of the Equityholders' Agreement, Comcast and the Unaffiliated Stockholders may be deemed to be members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended, that, in the aggregate, beneficially owns more than 10% of the Issuer's

(2) outstanding shares of Class A Common Stock. The number of securities of the Issuer beneficially owned by Comcast as reported herein does not include the holdings of any Unaffiliated Stockholders. Comcast does not have any "pecuniary interest" in the securities of the Issuer or any of its subsidiaries owned by the Unaffiliated Stockholders.

(3) Each share of Class B Common Stock of the Issuer ("Class B Common Stock") and Class B Common Units ("Class B Common Units") of Clearwire Communications, LLC, a subsidiary of the Issuer ("Clearwire LLC"), is exchangeable at any time for one fully paid and

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nonassessable share of Class A Common Stock of the Issuer ("Class A Common Stock"), subject to certain limited exceptions, without an expiration date. There is no exercise price payable in connection with exchanges.

On September 24, 2012, Comcast notified the Issuer that it had definitively determined to exchange the 88,504,132 shares of Class B

- (4) Common Stock and an equal number of Class B Common Units held by a wholly owned subsidiary of Comcast into 88,504,132 shares of Class A Common Stock (the "Exchange"). The Exchange is expected to take place on September 27, 2012.
- (5) The shares of Class A Common Stock reported in Table I will be owned indirectly by Comcast through a wholly owned subsidiary.
- (6) The shares of Class B Common Stock reported in Table II are owned indirectly by Comcast through a wholly owned subsidiary.

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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