COMCAST CORP

Form 4 March 11, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SALVA LAWRENCE J

2. Issuer Name and Ticker or Trading

Symbol

(Middle)

COMCAST CORP [CMCSA]

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year) 03/09/2008

Director 10% Owner

(Check all applicable)

SVP & Controller

X_ Officer (give title below)

Other (specify

COMCAST CORPORATION, 1500 MARKET STREET

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PHILADELPHIA, PA 19102

(City)	(State)	(Zip) Tabl	le I - Non-E	Derivative	Secui	rities Acq	uired, Disposed o	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose	d of (D)	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)
Class A Common Stock (1)	03/09/2008		Code V M	Amount 2,250	(D)	Price \$ 0	32,977.9988	D	
Class A Common Stock (2)	03/09/2008		F	819	D	\$ 19.67	32,158.9988	D	
Class A Common Stock (1)	03/10/2008		M	5,558	A	\$ 0	37,716.9988	D	
Class A Common	03/10/2008		F	2,023	D	\$ 19.39	35,693.9988	D	

Stock (2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	or Exercise ar		Execution Date, if Transaction Detain any Code Securion (Month/Day/Year) (Instr. 8) Acquion (A) or Dispo		urities (Month/Day/Year) uired			7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
					(D) (Inst	er. 3, 4, 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)	03/09/2008		M		2,250	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	2,250	
Restricted Stock Units	(3)	03/10/2008		M		5,558	04/10/2007(5)	(5)	Class A Common Stock	5,558	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				

SALVA LAWRENCE J COMCAST CORPORATION 1500 MARKET STREET PHILADELPHIA, PA 19102

SVP & Controller

Signatures

By: Arthur R. Block, Attorney-in-fact for Lawrence J. Salva 03/11/2008

**Signature of Reporting Person Date

Reporting Owners 2

Edgar Filing: COMCAST CORP - Form 4

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 contigent 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 9, 2004), 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 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.