

COMCAST CORP  
Form 4  
December 13, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**BURKE STEPHEN B**

(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)  
**12/09/2004**

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)

Executive Vice President

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	(A) or (D)	Price
Class A Special Common Stock <sup>(1)</sup>	12/09/2004		M		1,000,000	A	\$ 17.0882
Class A Special Common Stock <sup>(2)</sup>	12/09/2004		F		142,157	D	\$ 30.5
Class A Special Common Stock	12/13/2004		S		757,843	D	\$ 30.3545 <sup>(3)</sup>

Class A Special Common Stock	23,071.92	I	By 401(k)
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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option to Purchase <u>(4)</u>	\$ 17.0882	12/09/2004		M		1,000,000		<u>(5)</u>	06/03/2008	Class A Special Common Stock	1,000,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
BURKE STEPHEN B COMCAST CORPORATION 1500 MARKET STREET PHILADELPHIA, PA 19102	Executive Vice President

## Signatures

By: Arthur R. Block, Attorney-in-fact for Stephen B. Burke	12/13/2004
**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 withheld for payment of tax liability.

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- (3) These shares were all sold on December 13, 2004, at prices ranging from \$30.30 to \$30.60 per share.
- (4) This is an option to purchase Class A Special Common Stock.
- (5) 1,476,920 shares are immediately exercisable; 376,920 shares are exercisable on 6/03/2007 and 100,000 shares are exercisable on 12/03/2007.

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.