**COMCAST CORP** 

Form 4 April 02, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB Number:

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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

may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Angelakis Michael J

2. Issuer Name and Ticker or Trading

Issuer

below)

Symbol

COMCAST CORP [CMCSA]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(Middle)

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

Director

10% Owner X\_ Officer (give title Other (specify

COMCAST CORPORATION, 1500

(First)

03/30/2007

EVP and Co-CFO

6. Individual or Joint/Group Filing(Check

MARKET STREET

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

Code

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PHILADELPHIA, PA 19102

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed
Security	(Month/Day/Year)	Execution Date, if
(Instr. 3)		any
		(Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

D

Reported (A) or

Transaction(s) (Instr. 3 and 4)

(D) Price

Class A

03/30/2007

Α 194,100 Α

Amount

194,100

Common Stock (1)

\$0

By Spouse's

Class A Common Stock

1,600 I

**IRA** 

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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Shar	
Option to Purchase	\$ 25.95	03/30/2007		A	247,735	03/30/2009(3)	03/30/2017	Class A Common Stock	247	
Restricted Stock Units	<u>(4)</u>	03/30/2007		A	94,140	04/30/2008(5)	(5)	Class A Common Stock	94	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Angelakis Michael J

COMCAST CORPORATION 1500 MARKET STREET PHILADELPHIA, PA 19102

**EVP and Co-CFO** 

## **Signatures**

/s/ Angelakis, 04/02/2007 Michael J.

\*\*Signature of Reporting 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) These shares are subject to forfeiture as described in the reporting person's employment agreement dated November 20, 2006, which was filed as an exhibit to the issuer's Form 8-K filed on November 28, 2006.
- (2) This is an option to purchase Class A Common Stock.
  - The date of grant was March 30, 2007, and the shares vest as follows: 30% vests on the 2nd anniversary of the date of grant; an additional
- (3) 15% vests on each of the 3rd, 4th and 5th anniversaries of the date of grant; and an additional 5% vests on each of the 6th, 7th, 8th, 9th and 9.5th anniversaries of the date of grant.
- (4) Each restricted stock unit represents a contigent right to receive one share of Class A Common Stock.
- (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 30, 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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