COMCAST CORP Form 4

March 13, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

2005

0.5

January 31, Expires:

OMB APPROVAL

Estimated average

burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * ALCHIN JOHN R

2. Issuer Name and Ticker or Trading

COMCAST CORP [CMCSA]

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

3. Date of Earliest Transaction

COMCAST CORPORATION, 1500

(Middle)

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

(First)

03/09/2006

MARKET STREET

EVP, Treasurer & Co-CFO

(Check all applicable)

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

Person

PHILADELPHIA, PA 19102

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	3. 4. Securities TransactionAcquired (A) or		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)		Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
				(A) or		Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
C1 A			Code V	Amount	(D)	Price	(Illstr. 5 and 4)		
Class A Common Stock (1)	03/09/2006		M	6,750	A	\$ 0	8,553.3644	D	
Class A Common Stock (2)	03/09/2006		F	2,964	D	\$0	5,589.3644	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: COMCAST CORP - Form 4

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 or 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 Ai Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Option to Purchase (3)	\$ 26.25	03/10/2006		A	205,000		03/10/2007(4)	03/09/2016	Class A Common Stock
Restricted Stock Units	<u>(5)</u>	03/09/2006		M		6,750	<u>(6)</u>	<u>(6)</u>	Class A Common Stock
Restricted Stock Units	<u>(5)</u>	03/10/2006		A	81,600		04/10/2007(7)	<u>(7)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationsnips							
, g	Director	10% Owner	Officer	Other				
ALCHIN JOHN R COMCAST CORPORATION 1500 MARKET STREET PHILADELPHIA, PA 19102			EVP, Treasurer & Co-CFO					

Signatures

By: Arthur R. Block, Attorney-in-fact for John R.
Alchin
03/13/2006

**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 shares.
- (2) Shares withheld for payment of tax liability.
- (3) This is an option to purchase Class A Common Stock.
- The date of grant was March 10, 2006, and the shares vest as follows: 30% vests on the 2nd anniversary of the date of grant; an additional (4) 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
- (4) 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.
- (5) Each restricted stock unit represents a contigent right to receive one share of Class A Common Stock.

(6)

Reporting Owners 2

Edgar Filing: COMCAST CORP - Form 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.

(7) 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.