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COMCAST CORP Form 4							
March 15, 2005							
FORM 4					-	PPROVAL	
Check this box	NITED STATES	OMB Number:	3235-0287				
if no longer subject to Section 16. Form 4 or Form 5	STATEMENT O Filed pursuant to ction 17(a) of the	Expires: Estimated burden hou response	urs per				
See Instruction 1(b).		of the Investmen	t Company Act of I	1940			
	, ,						
1. Name and Address of ROBERTS BRIAN	· ·	2. Issuer Name an Symbol COMCAST CO	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (Firs	(Middle)	3. Date of Earliest 7	Fransaction	(Chec	ck all applicabl	e)	
COMCAST CORPO MARKET STREET		(Month/Day/Year) 03/14/2005		_X_ Director _X_ Officer (give below) Chairman o		% Owner her (specify & CEO	
(Stree	:t)	4. If Amendment, D Filed(Month/Day/Yea	-	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
PHILADELPHIA, I	PA 19102			Person	More than One R	eporting	
(City) (State	e) (Zip)	Table I - Non-	Derivative Securities A	Acquired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transa (Month/E)	ction Date 2A. Deen Pay/Year) Execution any (Month/D	Date, if Transactio Code	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	SecuritiesHBeneficially(Owned(6. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Code V Amount (D) Price

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

(A)

or

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Transaction(s)

(Instr. 3 and 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (Disposed o (Instr. 3, 4, 5)	f (D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option to Purchase (1)	\$ 33.99	03/14/2005		А	425,000		(2)	03/14/2015	Class A Common Stock	425,00
Restricted Stock Units	<u>(3)</u>	03/14/2005		А	165,000		<u>(4)</u>	(4)	Class A Common Stock	165,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ROBERTS BRIAN L COMCAST CORPORATION 1500 MARKET STREET PHILADELPHIA, PA 19102	Х		Chairman of Board, Pres. & CEO				
Signatures							
By: Arthur R. Block, Attorney-in-fact for Brian L. Roberts			03/14/2005				
<u>**</u> Signature of Reporti	ng 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) This is an option to purchase Class A Common Stock.

As to 50% of the shares subject to this option, the shares vest in installments of 40%, 20%, 20% and 20% on the 2nd, 3rd, 4th and 5th anniversaries of the date of grant (March 14, 2005), respectively; and as to the other 50% of the shares subject to this option, the shares vert in installments of 20% 10% 10% 10% 10% 10% and 10% on the 2nd 3rd 4th 5th 6th 7th 8th 0th and 9 5th

- (2) aninversaries of the date of grant (Watch 14, 2005), respectively, and as to the other 50% of the shares subject to this option, the shares vest in installments of 20%, 10%, 10%, 10%, 10%, 10%, 10% and 10% on the 2nd, 3rd, 4th, 5th, 6th, 7th, 8th, 9th, and 9.5th anniversaries of the date of grant (March 14, 2005), respectively.
- (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 14, 2005), 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.