

COMCAST CORP
Form 4
November 09, 2005

FORM 4

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

OMB APPROVAL

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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 *
ALCHIN JOHN R

(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)
11/07/2005

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)
EVP, Treasurer & Co-CFO

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership 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.

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

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | V | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|-------------------------------------|------------------------------------|------------------|--------------------|---|---|---------|---------------------|--------------------|---------------------------------------|
| | | | | | (A) | (D) | | | |
| Option to Purchase <u>(1)</u> | \$ 32.8437 | 11/07/2005 | D ⁽²⁾ | | | 41,250 | <u>(2)</u> | 05/01/2009 | Class A Special Common Stock |
| Option to Purchase <u>(1)</u> | \$ 32.8437 | 11/07/2005 | D ⁽²⁾ | | | 3,044 | <u>(2)</u> | 05/01/2009 | Class A Special Common Stock |
| Option to Purchase <u>(1)</u> | \$ 32.8437 | 11/07/2005 | D ⁽²⁾ | | | 30,706 | <u>(2)</u> | 05/01/2009 | Class A Special Common Stock |
| Option to Purchase <u>(1)</u> | \$ 32.8437 | 11/07/2005 | A ⁽²⁾ | | 41,250 | | 05/01/2009 | 05/01/2009 | Class A Special Common Stock |
| Option to Purchase <u>(1)</u> | \$ 32.8437 | 11/07/2005 | A ⁽²⁾ | | 3,044 | | 05/01/2009 | 05/01/2009 | Class A Special Common Stock |
| Option to Purchase <u>(1)</u> | \$ 32.8437 | 11/07/2005 | A ⁽²⁾ | | 30,706 | | 05/01/2009 | 05/01/2009 | Class A Special Common Stock |
| Option to Purchase <u>(1)</u> | \$ 37.5625 | 11/07/2005 | D ⁽³⁾ | | | 2,662 | <u>(3)</u> | 06/01/2010 | Class A Special Common Stock |
| Option to Purchase <u>(1)</u> | \$ 37.5625 | 11/07/2005 | D ⁽³⁾ | | | 597,338 | <u>(3)</u> | 06/01/2010 | Class A Special Common Stock |
| Option to Purchase <u>(1)</u> | \$ 37.5625 | 11/07/2005 | A ⁽³⁾ | | 2,662 | | 06/01/2010 | 06/01/2010 | Class A Special Common Stock |
| Option to Purchase <u>(1)</u> | \$ 37.5625 | 11/07/2005 | A ⁽³⁾ | | 597,338 | | 06/01/2010 | 06/01/2010 | Class A Special Common Stock |

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| | | | | | | | |
|-------------------------------|----------|------------|-------------------|---------|-----------------|-----------------------|------------------------------|
| Option to Purchase <u>(1)</u> | \$ 36.97 | 11/07/2005 | D ⁽⁴⁾ | 5,408 | ⁽⁴⁾ | 07/29/2011 | Class A Special Common Stock |
| Option to Purchase <u>(1)</u> | \$ 36.97 | 11/07/2005 | D ⁽⁴⁾ | 194,592 | ⁽⁴⁾ | 07/29/2011 | Class A Special Common Stock |
| Option to Purchase <u>(1)</u> | \$ 36.97 | 11/07/2005 | A ⁽⁴⁾ | 5,408 | | 07/29/2011 07/29/2011 | Class A Special Common Stock |
| Option to Purchase <u>(1)</u> | \$ 36.97 | 11/07/2005 | A ⁽⁴⁾ | 194,592 | | 07/29/2011 07/29/2011 | Class A Special Common Stock |
| Option to Purchase <u>(1)</u> | \$ 35.49 | 11/07/2005 | D ⁽⁵⁾ | 200,000 | ⁽⁵⁾ | 01/23/2012 | Class A Special Common Stock |
| Option to Purchase <u>(1)</u> | \$ 35.49 | 11/07/2005 | A ⁽⁵⁾ | 200,000 | | 01/23/2012 01/23/2012 | Class A Special Common Stock |
| Option to Purchase <u>(1)</u> | \$ 23.84 | 11/07/2005 | D ⁽⁶⁾ | 105,806 | ⁽⁶⁾ | 10/26/2012 | Class A Special Common Stock |
| Option to Purchase <u>(1)</u> | \$ 23.84 | 11/07/2005 | D ⁽⁶⁾ | 4,194 | ⁽⁶⁾ | 10/26/2012 | Class A Special Common Stock |
| Option to Purchase <u>(1)</u> | \$ 25.83 | 11/07/2005 | A ⁽⁶⁾ | 105,806 | ⁽⁷⁾ | 10/26/2012 | Class A Special Common Stock |
| Option to Purchase <u>(1)</u> | \$ 25.83 | 11/07/2005 | A ⁽⁶⁾ | 4,194 | ⁽⁸⁾ | 10/26/2012 | Class A Special Common Stock |
| Option to Purchase <u>(9)</u> | \$ 27.12 | 11/07/2005 | D ⁽¹⁰⁾ | 400,000 | ⁽¹⁰⁾ | 02/25/2013 | Class A Common Stock |
| Option to Purchase | \$ 27.12 | 11/07/2005 | A ⁽¹⁰⁾ | 400,000 | | 02/25/2013 02/25/2013 | Class A Common |

| | | | | | | | | |
|--------------------|----------|------------|-------------------|---------|-------------|------------|------------|----------------------|
| <u>(9)</u> | | | | | | | | Stock |
| Option to Purchase | \$ 29.88 | 11/07/2005 | D ⁽¹¹⁾ | 325,000 | <u>(11)</u> | 03/07/2014 | | Class A Common Stock |
| <u>(9)</u> | | | | | | | | |
| Option to Purchase | \$ 29.88 | 11/07/2005 | A ⁽¹¹⁾ | 325,000 | | 03/07/2014 | 03/07/2014 | Class A Common Stock |
| <u>(9)</u> | | | | | | | | |
| Option to Purchase | \$ 33.99 | 11/07/2005 | D ⁽¹²⁾ | 173,000 | <u>(12)</u> | 03/13/2015 | | Class A Common Stock |
| <u>(9)</u> | | | | | | | | |
| Option to Purchase | \$ 33.99 | 11/07/2005 | A ⁽¹²⁾ | 173,000 | | 03/13/2015 | 03/13/2015 | Class A Common Stock |
| <u>(9)</u> | | | | | | | | |

Reporting Owners

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

Signatures

/s/ Alchin, John
R. 11/09/2005

**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) This is an option to purchase Class A Special Common Stock.
The reported transactions with this same footnote involved amendments of three outstanding options, resulting in the deemed cancellation of the old options and the grant of three replacement options. The old options were originally granted on May 3, 1999. The vesting schedules of the old options were reported on an amended Form 4 filed by the reporting person on 11/20/02.
- (2) The reported transactions with this same footnote involved amendments of two outstanding options, resulting in the deemed cancellation of the old options and the grant of two replacement options. The old options were originally granted on June 2, 2000. The vesting schedules of the old options were reported on an amended Form 4 filed by the reporting person on 11/20/02.
- (3) The reported transactions with this same footnote involved amendments of two outstanding options, resulting in the deemed cancellation of the old options and the grant of two replacement options. The old options were originally granted on July 30, 2001. The vesting schedules of the old options were reported on an amended Form 4 filed by the reporting person on 11/20/02.
- (4) The reported transactions with this same footnote involved an amendment of an outstanding option, resulting in the deemed cancellation of the old option and the grant of a replacement option. The old option was originally granted on January 24, 2002. The vesting schedule of the old option was reported on an amended Form 4 filed by the reporting person on 11/20/02.
- (5) The reported transactions with this same footnote involved an amendment of an outstanding option, resulting in the deemed cancellation of the old option and the grant of a replacement option. The old option was originally granted on January 24, 2002. The vesting schedule of the old option was reported on an amended Form 4 filed by the reporting person on 11/20/02.
- (6)

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The reported transactions with this same footnote involved amendments of two outstanding options, resulting in the deemed cancellation of the old options and the grant of two replacement options. The old options were originally granted on October 28, 2002. The vesting schedules of the old options were reported on an amended Form 4 filed by the reporting person on 11/20/02.

- (7) The vesting schedule of this replacement option is the same as the vesting schedule for the old option: 53,250 shares are immediately exercisable; 17,750 shares are exercisable on each of 10/28/2006 and 10/28/2007; 4,250 shares are exercisable on each of 10/28/2008, 10/28/2009, 10/28/2010 and 10/28/2011; and 56 shares are exercisable on 4/26/2012.
- (8) The vesting schedule of this replacement option is the same as the vesting schedule for the old option: the shares are exercisable on 4/27/2012.
- (9) This is an option to purchase Class A Common Stock.

- (10) The reported transactions with this same footnote involved an amendment of an outstanding option, resulting in the deemed cancellation of the old option and the grant of a replacement option. The old option was originally granted on February 26, 2003. The vesting schedule of the old option was reported on a Form 4 filed by the reporting person on 2/28/03.

- (11) The reported transactions with this same footnote involved an amendment of an outstanding option, resulting in the deemed cancellation of the old option and the grant of a replacement option. The old option was originally granted on March 9, 2004. The vesting schedule of the old option was reported on a Form 4 filed by the reporting person on 3/11/04.

- (12) The reported transactions with this same footnote involved an amendment of an outstanding option, resulting in the deemed cancellation of the old option and the grant of a replacement option. The old option was originally granted on March 14, 2005. The vesting schedule of the old option was reported on a Form 4 filed by the reporting person on 3/15/05.

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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