

COMCAST CORP Reported by NAKAHARA ASUKA

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/27/17 for the Period Ending 02/24/17

CIK 0001166691

Symbol CMCSA

SIC Code 4841 - Cable and Other Pay Television Services

Industry Broadcasting

Sector Consumer Cyclicals

Fiscal Year 12/31





[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person * | | | | | 2. Issuer Name and Ticker or Trading Symbol | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|---|-------------------|---|---------------------------------|--|---------------------------------------|----------------------------|-----------------------|--|--------------------|--|-------|---|---|--|---|--|
| NAKAHAI | RA ASUI | KA | | (| CO | MCAST | CORF | P [C] | MC | SA] | | | | | | | |
| (Last) (First) (Middle) | | | | 3 | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | | | X Director 10% Owner Officer (give title below) Other (specify below) | | | | |
| ONE COMCAST CENTER | | | | | | 2/24/2017 | | | | | | | | | | | |
| | (S | treet) | | 4 | . If | Amendme | nt, Date (| Origin | al Fi | led (MM/I | DD/YYYY |) 6 | . Individual o | or Joint/G | roup Filing | (Check Appl | icable Line) |
| PHILADELPHIA, PA 19103 (City) (State) (Zip) | | | | | | | | | | | | | X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| | | | Table I | - Non-D | eriv | vative Secu | ırities Ac | equire | ed, D | isposed (| of, or B | enef | ficially Owne | ed | | | |
| 1. Title of Security (Instr. 3) 2. Trans. D | | | | Trans. Da | E | A. Deemed xecution rate, if any | 3. Trans. Co (Instr. 8) | | 4. Securities Acquor Disposed of (E) (Instr. 3, 4 and 5) | | Following Reported | | ties Beneficially Owned Transaction(s) | | Ownership Form: of Ind Benef | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | Code | v | Amo | (A) o (D) | r Price | | | | | | (Instr. 4) |
| | Ta | ble II - De | erivative S | ecuritie | s Bo | eneficially | Owned (| e.g. , | puts | s, calls, w | varrants | s, op | otions, conve | rtible sec | urities) | | |
| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | | | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | derlying curity | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially | Ownership Form of Derivative | 11. Nature of Indirect Beneficial Ownership |
| | Derivative Security | | | Code | V | (A) | (D) | Date Exerci | isable | Expiration Date | Title | | Amount or Number of Shares | | Owned Following Reported Transaction(s) (Instr. 4) | Direct (D) or Indirect | (Instr. 4) |
| Phantom Stock | (1) | 2/24/2017 | | A | | 3366.0000 | | <u>(2</u> | 2) | <u>(3)</u> | Class Comm Stock | on | 3366.0000 | \$0.0000 | 3366.0000 | D | |
| Phantom Stock | (1) | 2/24/2017 | | F | | | 39.0000 | (2 | 2) | (3) | Class Comm Stock | on | 39.0000 | \$37.8900 | 3327.0000 | D | |

Explanation of Responses:

- These securities convert on a one-to-one basis.
- (The reporting person elected to defer receipt of shares of Class A Common Stock issuable as a grant for director fees, resulting in an accrual to his account of
- 2) additional phantom shares. Phantom stock may be re-deferred at future dates.
- (Although the reporting person elected to defer receipt of the shares of Class A common stock underlying the phantom shares, these shares were withheld for
- 3) payment of tax liability.

Reporting Owners

| 1 | | | | | | | | |
|--------------------------------|---------------|---------------------|--|-------|--|--|--|--|
| Panarting Owner Name / Address | Relationships | | | | | | | |
| Reporting Owner Name / Address | Director | 0% Owner Officer Ot | | Other | | | | |
| NAKAHARA ASUKA | | | | | | | | |
| ONE COMCAST CENTER | X | | | | | | | |
| PHILADELPHIA, PA 19103 | | | | | | | | |

Signatures

Arthur R. Block, Attorney-in-fact

**Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.