

COMCAST CORP
Form 5
February 14, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ROBERTS RALPH J

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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)
Chairman-Exec & Finance Comm

6. Individual or Joint/Group Reporting

(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) | Amount (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|--------|--|--|---|
| Class A Special Common Stock | 10/07/2004 | ^ | G | 1,868 | D (1) | \$ (1) | 2,023,549 (2) | D | ^ |
| Class A Special Common Stock | 11/22/2004 | ^ | G | 561 | D (3) | \$ (3) | 2,022,988 (2) | D | ^ |

| | | | | | | | | | |
|------------------------------|------------|---|---|-----|-------|--------|---------------|---|------------------------|
| Class A Special Common Stock | 11/22/2004 | Â | G | 561 | D (3) | \$ (3) | 2,022,427 (2) | D | Â |
| Class A Special Common Stock | 11/22/2004 | Â | G | 654 | D (4) | \$ (4) | 2,021,773 (2) | D | Â |
| Class A Special Common Stock | 11/22/2004 | Â | G | 654 | D (4) | \$ (4) | 2,021,119 (2) | D | Â |
| Class A Special Common Stock | Â | Â | Â | Â | Â | Â | 371,351 (2) | I | By Family Partnerships |

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 2270 (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 (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 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROBERTS RALPH J COMCAST CORPORATION 1500 MARKET STREET PHILADELPHIA, PA 19102 | Â X | Â | Â Chairman-Exec & Finance Comm | Â |

Signatures

/s/ Roberts,
Ralph J.

02/10/2005

__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) The shares were initially transferred by gift from the Reporting Person to the Reporting Person's spouse, who shares the Reporting Person's household, and then on 10/20/04 were transferred from the Reporting Person's spouse to family limited partnerships.

Between 10/04/04 and 11/22/04, there were intervening changes in the reporting person's form of beneficial ownership. After the transactions reported on this Form 5, the reporting person directly beneficially owned at the end of the Issuer's fiscal year 2,021,119 shares of Class A Special Common Stock and indirectly beneficially owned 371,351 shares of Class A Common Stock through family limited partnerships.
- (2) Gifts to spouse who shares the Reporting Person's household; gifts are units in family limited liability companies, which are the general partners of family limited partnerships holding shares of Class A Special Common Stock.
- (3) Gifts of units in family limited liability companies, which are the general partners of family limited partnerships holding shares of Class A Special Common Stock.
- (4) Gifts of units in family limited liability companies, which are the general partners of family limited partnerships holding shares of Class A Special Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.