

COMCAST CORP  
Form 8-K  
April 28, 2004

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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): April 28, 2004

**Comcast Corporation**

(Exact Name of Registrant  
as Specified in Its Charter)

**Pennsylvania**

(State or Other Jurisdiction of Incorporation)

**000-50093**  
(Commission File Number)

**27-0000798**  
(IRS Employer Identification No.)

**1500 Market Street**  
**Philadelphia, PA**  
(Address of Principal Executive Offices)

**19102-2148**  
(Zip Code)

**(215) 665-1700**

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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**Item 5. Other Events and Regulation FD Disclosure.**

On April 28, 2004, Comcast Corporation issued a press release announcing the withdrawal of its proposal to merge with The Walt Disney Company. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 7(c). Exhibits.**

**Exhibit**  
**Number**    **Description**

99.1      Press release dated April 28, 2004.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 28, 2004

**COMCAST CORPORATION**

By: /s/ Arthur R. Block

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Name: Arthur R. Block  
Title: Senior Vice President, Secretary  
and General Counsel

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**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Press release dated April 28, 2004.

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