

COMCAST CORP  
Form 8-K  
May 18, 2006

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**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**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): May 18, 2006

**Comcast Corporation**

(Exact Name of Registrant)

as Specified in 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)

Registrant's telephone number, including area code: **(215) 665-1700**

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

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- .. Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement**

*Shareholder Approval of the Comcast Corporation 2002 Restricted Stock Plan, as Amended and Restated*

On December 14, 2005, the Compensation Committee of the Board of Directors of Comcast Corporation (the Company ) approved, subject to the receipt of shareholder approval, an amendment to the Comcast Corporation 2002 Restricted Stock Plan (the Plan ) to increase the number of shares available for issuance under the Plan from 15,000,000 to 35,000,000. On May 18, 2006, at the Company s annual meeting of shareholders, shareholders of the Company approved this amendment in approving the Plan, as Amended and Restated.

**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.

**COMCAST CORPORATION**

Date: May 18, 2006

By: /s/ Arthur R. Block

Name: Arthur R. Block

Title: Senior Vice President, General Counsel and Secretary