

COMCAST CORP
Form 4
December 23, 2009

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 *
COMCAST CORP

(Last) (First) (Middle)

ONE COMCAST CENTER

(Street)

PHILADELPHIA, PA 19103-2838

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Clearwire Corp /DE [CLWR]

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2009

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)

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 Following 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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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 (Instr. 3) | 2. Conversion or Exercise Price of | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| | Derivative Security | | Code | Disposed of (D) (Instr. 3, 4, and 5) | | | Date Exercisable | Expiration Date | Title |
|---|---------------------|------------|------|---|------------------------------|-----|------------------|---|-------|
| | | | | V | (A) | (D) | | | |
| Class B Common Stock, p/v \$0.0001/share, of Clearwire Corp | (3) | 12/21/2009 | J(4) | | 7,527,639 (1) (2) (4) (5) | (3) | (3) | Class A Common Stock, p/v \$0.0001/sha of Clearwir Corp | |
| Class B Common Units of Clearwire Communications, LLC | (3) | 12/21/2009 | J(4) | | 7,527,639 (1) (2) (4) (5) | (3) | (3) | Class A Common Stock, p/v \$0.0001/sha of Clearwir Corp | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COMCAST CORP ONE COMCAST CENTER PHILADELPHIA, PA 19103-2838 | | | X | |

Signatures

/s/ Arthur R. Block, Senior Vice President of Comcast Corporation
 12/23/2009

__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).
- Certain wholly owned subsidiaries of Comcast Corporation ("Comcast") have entered into an Equityholders' Agreement dated as of
- (1) November 28, 2008 (the "Equityholders' Agreement") with Clearwire Corporation (the "Issuer") and the other parties thereto (collectively, the "Unaffiliated Stockholders").
 - (2) By virtue of the Equityholders' Agreement, Comcast and the Unaffiliated Stockholders may be deemed to be members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended, that, in the aggregate, beneficially owns more than 10% of the Issuer's outstanding shares of Class A Common Stock. The number of securities of the Issuer and Clearwire Communications, LLC, a subsidiary of the Issuer ("Clearwire LLC"), beneficially owned by Comcast as reported herein does not include the holdings of any Unaffiliated Stockholders. Comcast does not have any "pecuniary interest" in the securities of the Issuer or any of its subsidiaries owned by the Unaffiliated Stockholders.
 - (3) Each share of Class B Common Stock of the Issuer, together with one Class B Common Unit of Clearwire LLC (a "Class B Common Unit"), is exchangeable at any time into one fully paid and nonassessable share of Class A Common Stock of the Issuer, subject to certain limited exceptions, without an expiration date. There is no exercise price payable in connection with exchanges.
 - (4) On November 9, 2009, Comcast entered into an Investment Agreement (the "Investment Agreement") with the Issuer, Clearwire LLC, Sprint Nextel Corporation, Time Warner Cable Inc., Intel Corporation, Eagle River Holdings, LLC, and Bright House Networks, LLC. Pursuant to the Investment Agreement, Comcast agreed to purchase shares of Class B Common Stock and Class B Common Units over a

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series of three closings in exchange for a total investment of \$196 million in Clearwire LLC based upon a purchase price of \$7.33 per share, the first of which occurred on November 13, 2009. Comcast received the shares of Class B Common Stock and Class B Common Units reported in Table II on December 21, 2009 pursuant to the second closing under the Investment Agreement in exchange for a \$55,177,593.87 investment in Clearwire LLC and based upon a purchase price of \$7.33 per share.

- (5) The shares of Class B Common Stock and Class B Common Units reported in Table II are owned indirectly by Comcast through indirect wholly owned subsidiaries.

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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