

COMCAST CORP
Form 4
May 17, 2011

FORM 4

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

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

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
COMCAST CORP

2. Issuer Name **and** Ticker or Trading
Symbol
VALUEVISION MEDIA INC
[VVTV]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2011

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

ONE COMCAST CENTER

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

PHILADELPHIA, PA 19103

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/16/2011		J ⁽¹⁾		689,655	A	\$ 5.8
					7,141,849	I	

By
Subsidiary
(2)

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
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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)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COMCAST CORP ONE COMCAST CENTER PHILADELPHIA, PA 19103		X		
NBCUniversal, LLC 30 ROCKEFELLER PLAZA NEW YORK, NY 10112		X		
NBCUniversal Media, LLC 30 ROCKEFELLER PLAZA NEW YORK, NY 10112		X		

Signatures

/s/ Arthur R. Block, Senior Vice President, General Counsel and Secretary, Comcast Corporation	05/17/2011
**Signature of Reporting Person	Date
/s/ Arthur R. Block, Senior Vice President, NBCUniversal, LLC	05/17/2011
**Signature of Reporting Person	Date
/s/ Arthur R. Block, Senior Vice President, NBCUniversal Media, LLC	05/17/2011
**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 acquired by NBCUniversal Media, LLC pursuant to Amendment No. 2 to Trademark License Agreement, dated November 17, 2010, as consideration for a trademark license extension granted to ValueVision Media Inc.
- (2) NBCUniversal Media, LLC owns directly 7,141,849 shares of common stock of ValueVision Media Inc. NBCUniversal Media, LLC is a wholly owned subsidiary of NBCUniversal, LLC, which is owned 51% by Comcast Corporation (through 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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