

COMCAST CORP  
Form 3  
February 07, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                      |  |
| Â COMCAST CORP                            |         | (Month/Day/Year)                     | VALUEVISION MEDIA INC [VVTV]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                                 | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ONE COMCAST CENTER                        |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director  | <input checked="" type="checkbox"/> 10% Owner        |
| PHILADELPHIA,Â PAÂ 19103                  |         |                                      | <input type="checkbox"/> Officer   | <input type="checkbox"/> Other                       |
| (City)                                    | (State) | (Zip)                                | (give title below)   | (specify below)                                      |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |  |
|   |         |                                      | <input type="checkbox"/> Form filed by One Reporting Person                      |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 6,452,194   | I  | By Subsidiary <u>(1)</u>                              |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

|                                  |            |            |              | Shares |          | (I)<br>(Instr. 5) |                              |
|----------------------------------|------------|------------|--------------|--------|----------|-------------------|------------------------------|
| Performance Distribution Warrant | 11/11/2006 | 11/11/2011 | Common Stock | 7,372  | \$ 15.74 | I                 | By Subsidiary <sup>(2)</sup> |
| Performance Distribution Warrant | 11/11/2007 | 11/11/2012 | Common Stock | 7,372  | \$ 15.74 | I                 | By Subsidiary <sup>(2)</sup> |

## Reporting Owners

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

## Signatures

/s/ Arthur R. Block, Senior Vice President, General Counsel and Secretary, Comcast Corporation

02/07/2011

\*\*Signature of Reporting Person

Date

/s/ Arthur R. Block, Senior Vice President, NBCUniversal, LLC

02/07/2011

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) NBCUniversal Media, LLC owns directly 6,452,194 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).

The shares were acquired as part of Comcast's acquisition of control of the business of NBCUniversal Media, LLC (f/k/a NBC Universal, Inc.).

(2) NBCUniversal Media, LLC owns directly 7,372 warrants exchangeable for shares of common stock of ValueVision Media Inc.

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