

CLEARWIRE CORP
Form 3
May 19, 2008

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 *
COMCAST CORP

(Last) (First) (Middle)

ONE COMCAST CENTER

(Street)

PHILADELPHIA, PA 19103-2838

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
05/07/2008

3. Issuer Name and Ticker or Trading Symbol
CLEARWIRE CORP [CLWR]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Member of 13(d) group

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

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 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)
Class A Common Stock, par value \$0.0001 per share	0 (1) (2) (3)	I	See footnotes (1) (2) (3)

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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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			Shares		or Indirect (I) (Instr. 5)	
Class B Common Stock, par value \$0.0001 per share	Â (4)	Â (5)	Class A Common Stock	0 (1) (2) (3)	\$ (5)	I See footnotes (1) (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COMCAST CORP ONE COMCAST CENTER PHILADELPHIA, PA 19103-2838	Â	Â	Â	Member of 13(d) group

Signatures

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

05/19/2008

**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).
- Comcast Corporation ("Comcast") is filing this Form 3 solely because Comcast may be deemed to have beneficial ownership pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), of 43,992,939 shares of Class A Common Stock of Clearwire Corporation ("Clearwire") and 28,596,685 shares of Class B Common Stock of Clearwire (collectively, the "Shares") that are subject to either (i) the voting agreement dated May 7, 2008 among Clearwire, Comcast, Time Warner Cable Inc. ("TWC"), Bright House Networks, LLC ("BHN"), Sprint Nextel Corporation ("Sprint"), Google Inc. ("Google"), Intel Corporation ("Intel Parent") and Eagle River Holdings, LLC or
- (1) (ii) the voting agreement dated May 7, 2008 among Clearwire, Comcast, TWC, BHN, Sprint, Google, Intel Parent, Intel Capital Corporation and Intel Capital (Cayman) Corporation (collectively, the "Voting Agreements"), in each case, entered into in connection with the Transaction Agreement and Plan of Merger dated as of May 7, 2008 (the "Transaction Agreement") among Clearwire, Comcast, TWC, BHN, Sprint, Google and Intel Parent. For additional information regarding the Voting Agreements and the Transaction Agreement, see the Statement on Schedule 13D filed by Comcast, TWC, BHN, Newhouse Broadcasting Corporation, Sprint and Google on the date hereof.
 - (2) Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission by Comcast that it is the beneficial owner of the Shares for purposes of Section 13(d) of the Exchange Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed. Comcast does not have any "pecuniary interest" in the Shares.
 - (3) Immediately.
 - (4) Each share of Class B Common Stock is convertible at any time, at the option of the holder, into one fully paid and nonassessable share of Class A Common Stock and has no expiration date.
 - (5)

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.