COMCAST CORP Form 4/A December 05, 2002

FORM <sup>UN</sup>	ITED STAT		OMB APPROVAL									
Check this box if no longer subject to Section 16. Form 4 or o Form 5 obligations may continue. See Instruction 1(b).	Section	rsuant to Section n 17(a) of the Pu	16(a) of the	N BENEFIC  e Securities Excha  Holding Company  nent Company Ac	ange Act o	of 1	Expir Estim	B Number: 3235-0287 ires: January 31, 2005 mated average burden rs per response0.5				
(Print or Type Responses) 1. Name and Addres	ss of Reporting Pers	son*	2. Issuer Na	ame and Ticker or	r Trading S	Svr	mbol		6. Relation	ship of Reporting F	Person(s) to Is	ssuer
Roberts	Ralph	Comcast Comcast	Corporation (for	merly nam	ned		x Direct	(Check all applicable)  x Director o 10% Owner  x Officer o Other (specify below) (give title below)				
(Last)  Comcast Corporation 1500 Market Street	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)  4. Statement for Month/Day/Year November 18,							Chairman of the Executive and Finance Committee				
Philadelphia	(Street)					/D <b>ay/Nek</b> r) x Form	Individual or Joint/Group Filing (ACANCERT) Applicable Line) x Form filed by One Reporting Person o Form filed by More than One Reporting Person					
(City)	(State)	19102 (Zip)		Table I Nor	ı-Derivati			Acqu	ired, Disp	osed of, or Benefic	ially Owned	[
1. Title of Security (Instr. 3)			2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Transaction Code (Instr.		4. Securitie or Dispos (Instr. 3,	sed o	f(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)
Class A Special Con	nmon Stock		11/18/02		A	Ī	5,777,563	A	(1)	5,777,563	D	
Class A Special Con	nmon Stock	11/18/02		A		437,226	A	(1)	437,226	I	By Family Partnerships	

## Edgar Filing: COMCAST CORP - Form 4/A

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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 control number.

Page 1 of 3

## FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative 2 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security(1)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Transaction Code (Instr. 8)		ative Secu Acquired		of ((DM)onth/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Deriv- ative Security	of Deriv- ative Securities Bene-	10. Own ship Forn Deri
				Code	V	(A)(1)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares(1)		ficially Owned Following Reported Trans- action(s) (Instr. 4)	Secu Dire (D) Indi (I) (Insi
Option to Purchase Class A Special Common Stock	\$6.0417	11/18/02		A		748,634		Immediately	7/06/2003	Class A Special Common Stock	748,634		748,634	Ι
Option to Purchase Class A Special Common Stock	\$9.5625	11/18/02		A		561,658		Immediately	7/06/2003	Class A Special Common Stock	561,658		561,658	Ι
Option to Purchase Class A Special Common Stock	\$9.1875	11/18/02		A		88,056		Immediately	2/05/2007	Class A Special Common Stock	88,056		88,056	Ι
Option to Purchase Class A Special Common Stock	\$16.4313	11/18/02		A		7,188		Immediately	1/09/2003	Class A Special Common Stock	7,188		7,188	Ι
Option to Purchase Class A Special Common Stock	\$14.9375	11/18/02		A		127,422		(2)	1/09/2008	Class A Special Common Stock	127,422		127,422	Ι
Option to Purchase Class A Special Common Stock	\$18.6313	11/18/02		A		576		Immediately	6/16/2003	Class A Special Common Stock	576		576	Ι
Option to Purchase Class A Special Common Stock	\$16.9375	11/18/02		A		999,424		(3)	6/16/2008	Class A Special Common Stock	999,424		999,424	Ι
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02		A		247,210		(4)	5/03/2009	Class A Special Common Stock	247,210		247,210	Γ
Option to Purchase Class A Special Common Stock	\$36.1281	11/18/02		A		2,790		(5)	5/03/2004		2,790		2,790	Γ
Option to Purchase Class A Special Common Stock	\$42.3500	11/18/02		A		2,835		(6)	3/30/2005	Class A Special Common Stock	2,835		2,835	Γ
Option to Purchase Class A Special Common Stock	\$38.5000	11/18/02		A		247,165		(7)	3/30/2010	Class A Special Common Stock	247,165		247,165	Γ
Option to Purchase Class A Special Common Stock	\$42.5563	11/18/02		A		2,584		3/26/2005	3/26/2006	Class A Special Common Stock	2,584		2,584	Γ
	\$38.6875	11/18/02		A				(8)			497,416		497,416	Γ

## Edgar Filing: COMCAST CORP - Form 4/A

Option to Purchase Class A Special Common Stock				497,416		3/26/2011	Class A Special Common Stock			
Option to Purchase Class A Special Common Stock	\$40.6670	11/18/02	A	2,704	1/30/2006	7/30/2006	Class A Special Common Stock	2,704	2,704	D
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02	A	597,296	(9)	7/30/2011	Class A Special Common Stock	597,296	597,296	D
Option to Purchase Class A Special Common Stock	\$35.4900	11/18/02	A	600,000	(10)	1/24/2012	Class A Special Common Stock	600,000	600,000	D

Explanation of Responses:

- (1) Shares and options to purchase shares of Issuer common stock were acquired pursuant to the merger of each of Comcast Holdings Corporation (formerly named Comcast Corporation) and Comcast Cable Communications Holdings, Inc. (formerly named AT&T Broadband Corp.) with wholly-owned subsidiaries of the Issuer.
- (2) 99,422 shares are immediately exercisable and 28,000 shares are exercisable on 1/09/2003.
- (3) 799,424 shares are immediately exercisable and 200,000 shares are exercisable on 6/16/2003.
- (4) 149,977 shares are immediately exercisable; 47,233 shares are exercisable on 5/03/2003; and 50,000 shares are exercisable on 5/03/2004.
- (5) 23 shares are immediately exercisable and 2,767 shares are exercisable on 5/03/2003.
- (6) 2 shares are immediately exercisable; 236 shares are exercisable on 3/30/2003; and 2,597 shares are exercisable on 3/30/2004.
- (7) 99,998 shares are immediately exercisable; 49,764 shares are exercisable on 3/30/2003; 47,403 shares are exercisable on 3/30/2004; and 50,000 shares are exercisable on 3/30/2005.
- (8) 200,000 shares are exercisable on 3/26/2003; 100,000 shares are exercisable on 3/26/2004; 97,416 shares are exercisable on 3/26/2005; and 100,000 shares are exercisable on 3/26/2006.
- (9) 181,000 shares are exercisable on 7/30/2003; 90,500 shares are exercisable on each of 7/30/2004 and 7/30/2005; 87,796 shares are exercisable on 7/30/2006; and 29,500 shares are exercisable on each of 7/30/2007, 7/30/2008, 7/30/2009, 7/30/2010 and 1/30/2011.
- (10) 182,500 shares are exercisable on 1/24/2004; 91,250 shares are exercisable on each of 1/24/2005, 1/24/2006 and 1/24/2007; and 28,750 shares are exercisable on each of 1/24/2008, 1/24/2009, 1/24/2010, 1/24/2011 and 7/24/2011.

Page 2 of 3

## Edgar Filing: COMCAST CORP - Form 4/A

/s/ Ralph J. Roberts	December 5, 2002
** Signature of Reporting Person	Date
Ralph J. Roberts	

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Page 3 of 3