

COMCAST CORP
Form 4/A
December 05, 2002

FORM	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	OMB APPROVAL OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response.....0.5
4	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).		
(Print or Type Responses)		

1. Name and Address of Reporting Person* Roberts Ralph J. (Last) (First) (Middle) Comcast Corporation 1500 Market Street (Street) Philadelphia PA 19102 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Comcast Corporation (formerly named AT&T Corporation): CMCSA and CMCSK	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) (give title below) Chairman of the Executive and Finance Committee
	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Day/Year November 18, 2002
		5. If Amendment, Date of Original (Month/Day/Year) November 20, 2002
		7. Individual or Joint/Group Filing (Check all applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Special Common Stock	11/18/02		A		5,777,563	A	(1)	5,777,563	D	
Class A Special Common Stock	11/18/02		A		437,226	A	(1)	437,226	I	By Family Partnerships

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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 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)		5. Number of Derivative Securities Acquired (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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Derivative Security (D) or Indefinite (I) (Instr. 10)
				Code	V	(A)(1)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares(1)			
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	D
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	D
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	D
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	D
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	D
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	D
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	D
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	D
Option to Purchase Class A Special Common Stock	\$36.1281	11/18/02		A		2,790		(5)	5/03/2004	Class A Special Common Stock	2,790		2,790	D
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	D
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	D
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	D
	\$38.6875	11/18/02		A				(8)			497,416		497,416	D

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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.

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/s/ Ralph J. Roberts

December 5, 2002

** Signature of Reporting Person
Ralph J. Roberts

Date

** 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