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COMCAST CORP
Form SC 13G/A
May 29, 2002

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

SCHEDULE 13G
(RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13D-1(B), (C) AND (D) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13D-2(B)
(AMENDMENT NO. 1)*

Comcast Corporation
(Name of Issuer)

Class A Common Stock, \$1 par value
(Title of Class of Securities)

200300101
(CUSIP Number)

May 15, 2002
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Chilton Investment Company, Inc.
13-3667517

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)(a) []

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(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
State of Delaware

| | | |
|---|----|-------------------------------------|
| | 5. | SOLE VOTING POWER 2,252,500 |
| NUMBER OF SHARES | 6. | SHARED VOTING POWER 0 |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON | 7. | SOLE DISPOSITIVE POWER 2,252,500 |
| WITH | 8. | SHARED DISPOSITIVE POWER 0 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,252,500

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See
Instructions) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
10.3%

12. TYPE OF REPORTING PERSON (See Instructions)
CO

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Pursuant to Rule 13d-2(d) of Regulation 13D-G under the Securities Exchange Act of 1934, as amended, the Schedule 13G initially filed on March 28, 2002 (the "Schedule 13G") by Chilton Investment Company, Inc. (the "Reporting Person"), with respect to the Class A Common Stock, \$1 par value (the "Common Stock") of Comcast Corporation, a Pennsylvania corporation, is hereby amended by this Amendment No. 1 to the Schedule 13G to report a change in beneficial ownership. The Schedule 13G is hereby amended as follows:

Item 4 is hereby amended and restated in its entirety to read:

ITEM 4. OWNERSHIP.

(a) Amount beneficially owned: 2,252,500 shares

(b) Percent of class: 10.3 %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 2,252,500

(ii) Shared power to vote or to direct the vote: 0

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- (iii) Sole power to dispose or to direct the disposition
of: 2,252,500
- (iv) Shared power to dispose or to direct the disposition
of: 0

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

Date: May 24, 2002

CHILTON INVESTMENT COMPANY, INC.

By: /s/ Norman B. Champ III

Name: Norman B. Champ III
Title: Managing Director