

COMCAST CORP  
Form 4/A  
December 05, 2002

<b>FORM 4</b>	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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	OMB APPROVAL   OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response.....0.5
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*  Smith Lawrence S. (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 Comcast Corporation): CMCSA and CMCSK	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) (give title below)  Executive Vice President and Co-Chief Financial Officer
	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 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 Common Stock	11/18/02		A		1,294	A	(1)	1,294	I	By IRA
Class A Special Common Stock	11/18/02		A		112,446.8180	A	(1)	112,446.8180	D	
Class A Special Common Stock	11/18/02		A		6,613	A	(1)	6,613	I	By GRAT

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

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\* 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.**

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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 / Disposed of (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
				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		16,551		Immediately	1/06/2003	Class A Special Common Stock	16,551		16,551	
Option to Purchase Class A Special Common Stock	\$6.0417	11/18/02		A		1,449		Immediately	7/06/2003	Class A Special Common Stock	1,449		1,449	
Option to Purchase Class A Special Common Stock	\$10.5834	11/18/02		A		11,100		(2)	1/10/2004	Class A Special Common Stock	11,100		11,100	
Option to Purchase Class A Special Common Stock	\$10.5834	11/18/02		A		49,312		(3)	7/10/2004	Class A Special Common Stock	49,312		49,312	
Option to Purchase Class A Special Common Stock	\$9.5625	11/18/02		A		37,214		(4)	7/10/2004	Class A Special Common Stock	37,214		37,214	
Option to Purchase Class A Special Common Stock	\$9.5625	11/18/02		A		1,092		Immediately	7/06/2003	Class A Special Common Stock	1,092		1,092	
Option to Purchase Class A Special Common Stock	\$7.5000	11/18/02		A		13,332		1/13/2004	1/13/2005	Class A Special Common Stock	13,332		13,332	
Option to Purchase Class A Special Common Stock	\$7.5000	11/18/02		A		386,668		(5)	7/13/2005	Class A Special Common Stock	386,668		386,668	
Option to Purchase Class A Special Common Stock	\$9.1875	11/18/02		A		42,000		Immediately	2/05/2007	Class A Special Common Stock	42,000		42,000	
Option to Purchase Class A Special Common Stock	\$14.9375	11/18/02		A		42,000		(6)	1/09/2008	Class A Special Common Stock	42,000		42,000	
Option to Purchase Class A Special Common Stock	\$16.9375	11/18/02		A		138,504		Immediately	6/16/2008	Class A Special Common Stock	138,504		138,504	
Option to Purchase Class A Special Common Stock	\$16.9375	11/18/02		A		60,000		6/16/2003	6/16/2008	Class A Special Common Stock	60,000		60,000	
	\$16.9375	11/18/02		A		17,712		(7)			17,712		17,712	

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Option to Purchase Class A Special Common Stock							6/16/2008	Class A Special Common Stock				
Option to Purchase Class A Special Common Stock	\$16.9375	11/18/02		A	120,000		Immediately	6/16/2008	Class A Special Common Stock	120,000		120,000
Option to Purchase Class A Special Common Stock	\$16.9375	11/18/02		A	162,288	(8)		6/16/2008	Class A Special Common Stock	162,288		162,288
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02		A	32,250		Immediately	5/03/2009	Class A Special Common Stock	32,250		32,250
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02		A	21,500	(9)		5/03/2009	Class A Special Common Stock	21,500		21,500
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02		A	3,044		5/03/2008	5/03/2009	Class A Special Common Stock	3,044		3,044
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02		A	13,875		Immediately	5/03/2009	Class A Special Common Stock	13,875		13,875
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02		A	29,331	(10)		5/03/2009	Class A Special Common Stock	29,331		29,331
Option to Purchase Class A Special Common Stock	\$37.5625	11/18/02		A	2,662		6/02/2009	6/02/2010	Class A Special Common Stock	2,662		2,662
Option to Purchase Class A Special Common Stock	\$37.5625	11/18/02		A	160,000		Immediately	6/02/2010	Class A Special Common Stock	160,000		160,000
Option to Purchase Class A Special Common Stock	\$37.5625	11/18/02		A	637,338	(11)		6/02/2010	Class A Special Common Stock	637,338		637,338
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02		A	5,408	(12)		7/30/2011	Class A Special Common Stock	5,408		5,408
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02		A	244,592	(13)		7/30/2011	Class A Special Common Stock	244,592		244,592
Option to Purchase Class A Special Common Stock	\$35.4900	11/18/02		A	300,000	(14)		1/24/2012	Class A Special Common Stock	300,000		300,000
Option to Purchase Class A Special Common Stock	\$23.8400	11/18/02		A	115,806	(15)		10/28/2012	Class A Special Common Stock	115,806		115,806
Option to Purchase Class A Special Common Stock	\$23.8400	11/18/02		A	4,194		4/28/2012	10/28/2012	Class A Special Common Stock	4,194		4,194

Explanation of Responses:

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- (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) 1,652 shares are immediately exercisable and 9,448 shares are exercisable on 1/10/2003.
- (3) 28,760 shares are immediately exercisable; 5,552 shares are exercisable on 1/10/2003; and 15,000 shares are exercisable on 7/10/2003.
- (4) 21,704 shares are immediately exercisable; 4,190 shares are exercisable on 1/10/2003; and 11,320 shares are exercisable on 7/10/2003.
- (5) 160,000 shares are immediately exercisable; 80,000 shares are exercisable on 1/13/2003; 66,668 shares are exercisable on 1/13/2004; and 80,000 shares are exercisable on 7/13/2004.
- (6) 21,000 shares are immediately exercisable and 21,000 shares are exercisable on 1/09/2003.
- (7) 5,904 shares are exercisable on each of 6/16/2005, 6/16/2006 and 6/16/2007.
- (8) 30,000 shares are exercisable on each of 6/16/2003 and 6/16/2004; 72,288 shares are exercisable on 6/16/2007; and 30,000 shares are exercisable on 12/16/2007.
- (9) 10,750 shares are exercisable on each of 5/03/2003 and 5/03/2004.
- (10) 4,625 shares are exercisable on each of 5/03/2003, 5/03/2004, 5/03/2005, 5/03/2006 and 5/03/2007; 1,581 shares are exercisable on 5/03/2008; and 4,625 shares are exercisable on 11/03/2008.
- (11) 80,000 shares are exercisable on each of 6/02/2003, 6/02/2004, 6/02/2005, 6/02/2006, 6/02/2007 and 6/02/2008; 77,338 shares are exercisable on 6/02/2009; and 80,000 shares are exercisable on 12/02/2009.
- (12) 2,704 shares are exercisable on each of 7/30/2010 and 1/30/2011.
- (13) 76,000 shares are exercisable on 7/30/2003; 38,000 shares are exercisable on each of 7/30/2004, 7/30/2005 and 7/30/2006; 12,000 shares are exercisable on each of 7/30/2007, 7/30/2008 and 7/30/2009; and 9,296 shares are exercisable on each of 7/30/2010 and 7/30/2011.
- (14) 92,500 shares are exercisable on 1/24/2004; 46,250 shares are exercisable on each of 1/24/2005, 1/24/2006 and 1/24/2007; and 13,750 shares are exercisable on each of 1/24/2008, 1/24/2009, 1/24/2010, 1/24/2011 and 7/24/2011.
- (15) 38,500 shares are exercisable on 10/28/2004; 19,250 shares are exercisable on each of 10/28/2005, 10/28/2006 and 10/28/2007; 4,750 shares are exercisable on each of 10/28/2008, 10/28/2009, 10/28/2010 and 10/28/2011; and 556 shares are exercisable on 4/28/2012.

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/s/ Lawrence S. Smith

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December 5, 2002

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\*\* Signature of Reporting Person  
Lawrence S. Smith

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.

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