

COMCAST CORP
Form 4
November 18, 2002

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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	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* Cohen David L. (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: CMCSA and CMCSK 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 4. Statement for Month/Day/Year November 18, 2002	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 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
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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		D		20,000	D	(1)	0	D	

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	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 (A) or Disposed of (D) (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 Indirect (I) (Instr. 3)
				Code	V	(A)	(D)	(1)	Date Exercisable	Expiration Date	Title			
Option to Purchase Class A Special Common Stock	\$23.8400	11/18/02		D			37,746	(2)	7/01/2012	Class A Special Common Stock	37,746	(1)	0	D
Option to Purchase Class A Special Common Stock	\$23.8400	11/18/02		D			462,254	(3)	7/01/2012	Class A Special Common Stock	462,254	(1)	0	D
Option to Purchase Class A Special Common Stock	\$23.8400	11/18/02		D			110,000	(4)	10/28/2012	Class A Special Common Stock	110,000	(1)	0	D

Explanation of Responses:

- (1) Pursuant to the merger agreement among the Issuer, AT&T Comcast Corporation (to be named Comcast Corporation, "Parent") and others, the Issuer will become a wholly-owned subsidiary of Parent (the "Merger") and will cease to have registered securities. See the Form 4 to be filed by the Reporting Person with respect to securities of Parent acquired by such Reporting Person as a result of the Merger.
- (2) 4,194 shares are exercisable on each of 7/01/2004, 7/01/2005, 7/01/2006, 7/01/2007, 7/1/2008, 7/01/2009, 7/01/2010, 7/01/2011 and 1/01/2012.
- (3) 145,806 shares are exercisable on 7/01/2004; 70,806 shares are exercisable on each of 7/01/2005, 7/01/2006 and 7/01/2007; and 20,806 shares are exercisable on each of 7/01/2008, 7/01/2009, 7/01/2010, 7/01/2011 and 1/01/2012.
- (4) 35,500 shares are exercisable on 10/28/2004; 17,750 shares are exercisable on each of 10/28/2005, 10/28/2006 and 10/28/2007; and 4,250 shares are exercisable on each of 10/28/2008, 10/28/2009, 10/28/2010, 10/28/2011 and 4/28/2012.

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/s/ David L. Cohen

November 18, 2002

** Signature of Reporting Person
David L. Cohen

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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