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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.

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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 (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 of Derivative Security (Direct (D) or Indirect (I)) (Instr. 4) |
|---|--|--------------------------------------|--|--------------------------------|---|---|--------|--|-----------------|---|--------------------------------|--|--|---|
| | | | | Code | V | (A) | (D)(1) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares (1) | | | |
| Option to Purchase Class A Special Common Stock | \$17.3282 | 11/18/02 | | D | | 8,658 | (2) | 6/03/2008 | | Class A Special Common Stock | 8,658 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$17.0882 | 11/18/02 | | D | | 988,456 | (3) | 6/03/2008 | | Class A Special Common Stock | 988,456 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$17.3282 | 11/18/02 | | D | | 31,732 | (4) | 6/03/2008 | | Class A Special Common Stock | 31,732 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$17.0882 | 11/18/02 | | D | | 965,384 | (5) | 6/03/2008 | | Class A Special Common Stock | 965,384 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$32.8437 | 11/18/02 | | D | | 53,750 | (6) | 5/03/2009 | | Class A Special Common Stock | 53,750 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$32.8437 | 11/18/02 | | D | | 3,044 | | 5/03/2008 | 5/03/2009 | Class A Special Common Stock | 3,044 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$32.8437 | 11/18/02 | | D | | 43,206 | (7) | 5/03/2009 | | Class A Special Common Stock | 43,206 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$37.5625 | 11/18/02 | | D | | 2,662 | | 6/02/2009 | 6/02/2010 | Class A Special Common Stock | 2,662 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$37.5625 | 11/18/02 | | D | | 697,338 | (8) | 6/02/2010 | | Class A Special Common Stock | 697,338 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$38.4375 | 11/18/02 | | D | | 600,000 | (9) | 3/15/2010 | | Class A Special Common Stock | 600,000 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$36.9700 | 11/18/02 | | D | | 5,408 | (10) | 7/30/2011 | | Class A Special Common Stock | 5,408 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$36.9700 | 11/18/02 | | D | | 494,592 | (11) | 7/30/2011 | | Class A Special Common Stock | 494,592 | (1) | 0 | D |
| | \$34.9000 | 11/18/02 | | D | | | (12) | | | | 500,000 | (1) | 0 | D |

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| | | | | | | | | | | | | | |
|---|-----------|----------|--|---|--|---------|-----------|------------|------------------------------|---------|-----|---|---|
| Option to Purchase Class A Special Common Stock | | | | | | 500,000 | | 1/07/2012 | Class A Special Common Stock | | | | |
| Option to Purchase Class A Special Common Stock | \$35.4900 | 11/18/02 | | D | | 300,000 | (13) | 1/24/2012 | Class A Special Common Stock | 300,000 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$23.8400 | 11/18/02 | | D | | 395,806 | (14) | 10/28/2012 | Class A Special Common Stock | 395,806 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$23.8400 | 11/18/02 | | D | | 4,194 | 4/28/2012 | 10/28/2012 | Class A Special Common Stock | 4,194 | (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) 5,772 shares are immediately exercisable and 2,886 shares are exercisable on 6/03/2003.
- (3) 791,342 shares are immediately exercisable and 197,114 shares are exercisable on 6/03/2003.
- (4) 5,768 shares are immediately exercisable; 2,884 shares are exercisable on 6/03/2003; 5,770 shares are exercisable on 6/03/2004; and 17,310 shares are exercisable on 6/03/2007.
- (5) 391,348 shares are immediately exercisable; 97,116 shares are exercisable on 6/03/2003; 376,920 shares are exercisable on 6/03/2007; and 100,000 shares are exercisable on 12/03/2007.
- (6) 32,250 shares are immediately exercisable and 10,750 shares are exercisable on each of 5/03/2003 and 5/03/2004.
- (7) 13,875 shares are immediately exercisable; 4,625 shares are exercisable on each of 05/03/2003, 05/03/2004, 05/03/2005, 05/03/2006 and 05/03/2007; 1,581 shares are exercisable on 5/03/2008; and 4,625 shares are exercisable on 11/03/2008.
- (8) 140,000 shares are immediately exercisable; 70,000 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; 67,338 shares are exercisable on 6/02/2009; and 70,000 shares are exercisable on 12/02/2009.
- (9) 120,000 shares are immediately exercisable; 120,000 shares are exercisable on each of 3/15/2003 and 3/15/2004; and 240,000 shares are exercisable on 3/15/2005.
- (10) 2,704 shares are exercisable on each of 7/30/2010 and 1/30/2011.
- (11) 151,000 shares are exercisable on 7/30/2003; 75,500 shares are exercisable on each of 7/30/2004, 7/30/2005 and 7/30/2006; 24,500 shares are exercisable on each of 7/30/2007, 7/30/2008 and 7/30/2009; and 21,796 shares are exercisable on each of 7/30/2010 and 7/30/2011.
- (12) 151,000 shares are exercisable on 1/07/2004; 75,500 shares are exercisable on each of 1/07/2005, 1/07/2006 and 1/07/2007; and 24,500 shares are exercisable on each of 1/07/2008, 1/07/2009, 1/07/2010, 1/07/2011 and 7/07/2011.
- (13) 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.
- (14) 122,500 shares are exercisable on 10/28/2004; 61,250 shares are exercisable on each of 10/28/2005, 10/28/2006 and 10/28/2007; 18,750 shares are exercisable on each of 10/28/2008, 10/28/2009, 10/28/2010 and 10/28/2011; and 14,556 shares are exercisable on 4/28/2012.

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/s/ Stephen B. Burke

November 18, 2002

** Signature of Reporting Person
Stephen B. Burke

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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