

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* Salva Lawrence 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: 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) Senior Vice President and Chief Accounting 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 Amendment (Month/Day/Year) Individual or Joint/Group Filing <input checked="" type="checkbox"/> Original (Month/Day/Year) 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		D		4,531.5632	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 / 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 Form of Derivative Security (Direct (D) or Indirect (I)) (Instr. 4)
				Code	V	(A)	(D)	(1)	Date Exercisable	Expiration Date	Title			
Option to Purchase Class A Special Common Stock	\$53.1250	11/18/02		D			7,528	(2)	1/21/2010	Class A Special Common Stock	7,528	(1)	0	D
Option to Purchase Class A Special Common Stock	\$53.1250	11/18/02		D			212,472	(3)	1/21/2010	Class A Special Common Stock	212,472	(1)	0	D
Option to Purchase Class A Special Common Stock	\$34.3750	11/18/02		D			14,545	(4)	8/04/2010	Class A Special Common Stock	14,545	(1)	0	D
Option to Purchase Class A Special Common Stock	\$34.3750	11/18/02		D			135,455	(5)	8/04/2010	Class A Special Common Stock	135,455	(1)	0	D
Option to Purchase Class A Special Common Stock	\$42.8125	11/18/02		D			100,000	(6)	2/16/2011	Class A Special Common Stock	100,000	(1)	0	D
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02		D			2,704	1/30/2011	7/30/2011	Class A Special Common Stock	2,704	(1)	0	D
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02		D			72,296	(7)	7/30/2011	Class A Special Common Stock	72,296	(1)	0	D
Option to Purchase Class A Special Common Stock	\$35.4900	11/18/02		D			90,000	(8)	1/24/2012	Class A Special Common Stock	90,000	(1)	0	D
Option to Purchase Class A Special Common Stock	\$23.8400	11/18/02		D			96,250	(9)	10/28/2012	Class A Special Common Stock	96,250	(1)	0	D
Option to Purchase Class A Special Common Stock	\$23.8400	11/18/02		D			3,750	4/28/2012	10/28/2012	Class A Special Common Stock	3,750	(1)	0	D

Explanation of Responses:

- 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.
- 1,882 shares are immediately exercisable and 1,882 shares are exercisable on each of 1/21/2003, 1/21/2004 and 1/21/2005
- 86,118 shares are immediately exercisable and 42,118 shares are exercisable on each of 1/21/2003, 1/21/2004 and 1/21/2005.
- 2,909 shares are exercisable on each of 8/04/2006, 8/04/2007, 8/04/2008, 8/04/2009 and 2/04/2010.

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- (5) 30,000 shares are immediately exercisable; 15,000 shares are exercisable on each of 8/04/2003, 8/04/2004 and 8/04/2005; and 12,091 shares are exercisable on each of 8/04/2006, 8/04/2007, 8/04/2008, 8/04/2009 and 2/04/2010.
- (6) 40,000 shares are immediately exercisable and 20,000 shares are exercisable on each of 1/21/2003, 1/21/2004 and 1/21/2005.
- (7) 23,500 shares are exercisable on 7/30/2003; 11,750 shares are exercisable on each of 7/30/2004, 7/30/2005 and 7/30/2006; 3,250 shares are exercisable on each of 7/30/2007, 7/30/2008, 7/30/2009 and 7/30/2010; and 546 shares are exercisable on 7/30/2011.
- (8) 29,500 shares are exercisable on 1/24/2004; 14,750 shares are exercisable on each of 1/24/2005, 1/24/2006 and 1/24/2007; and 3,250 shares are exercisable on each of 1/24/2008, 1/24/2009, 1/24/2010, 1/24/2011 and 7/24/2011.
- (9) 32,500 shares are exercisable on 10/28/2004; 16,250 shares are exercisable on each of 10/28/2005, 10/28/2006 and 10/28/2007; and 3,750 shares are exercisable on each of 10/28/2008, 10/28/2009, 10/28/2010 and 10/28/2011.

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/s/ Lawrence J. Salva

November 18, 2002

** Signature of Reporting Person
Lawrence J. Salva

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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