

COMCAST CORP  
Form 4/A  
December 05, 2002

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| <b>FORM<br/>4</b>   | <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br>Washington, D.C. 20549<br><br><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b><br><br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or<br>Section 30(h) of the Investment Company Act of 1940 | OMB APPROVAL<br><br><br>OMB Number: 3235-0287<br>Expires: January 31, 2005<br>Estimated average burden<br>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*<br><br>Alchin John R.<br>(Last) (First) (Middle)<br><br>Comcast Corporation<br>1500 Market Street<br><br>(Street)<br><br>Philadelphia PA 19102<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><br>Comcast Corporation (formerly named AT&T Comcast Corporation): CMCSA and CMCSK<br><br>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)<br><br>4. Statement for Month/Day/Year<br><br>November 18, 2002<br><br>5. If Amendment, Date of Original (Month/Day/Year)<br><br>November 20, 2002 | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)<br>(give title below)<br><br>Executive Vice President, Treasurer and Co-Chief Financial Officer<br><br>7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                              |   | 562   | A          | (1)   | 562   | D  |   |
| Class A Special Common Stock    | 11/18/02                             |  | A                              |   | 111,566.9593  | A          | (1)   | 111,566.9593  | D  |   |
| Class A Special Common Stock    | 11/18/02                             |  | A                              |   | 29.2320   | A          | (1)   | 29.2320   | I  | By 401(k) Plan  |
|                                 |                                      |  |                                |   |   |            |       |   |  |   |
|                                 |                                      |  |                                |   |   |            |       |   |  |   |
|                                 |                                      |  |                                |   |   |            |       |   |  |   |
|                                 |                                      |  |                                |   |   |            |       |   |  |   |
|                                 |                                      |  |                                |   |   |            |       |   |  |   |
|                                 |                                      |  |                                |   |   |            |       |   |  |   |
|                                 |                                      |  |                                |   |   |            |       |   |  |   |
|                                 |                                      |  |                                |   |   |            |       |   |  |   |

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                              |   | 23,588  |     | Immediately  | 7/10/2004       | Class A Special Common Stock                                  | 23,588                        |  | 23,588   |               |
| Option to Purchase Class A Special Common Stock | \$10.5834   | 11/18/02                             |  | A                              |   | 37,312  |     | (3)  | 7/10/2004       | Class A Special Common Stock                                  | 37,312                        |  | 37,312   |               |
| Option to Purchase Class A Special Common Stock | \$9.5625  | 11/18/02                             |  | A                              |   | 1,158   |     | Immediately  | 7/06/2003       | Class A Special Common Stock                                  | 1,158                         |  | 1,158  |               |
| Option to Purchase Class A Special Common Stock | \$9.5625  | 11/18/02                             |  | A                              |   | 57,236  |     | Immediately  | 7/10/2004       | Class A Special Common Stock                                  | 57,236                        |  | 57,236   |               |
| Option to Purchase Class A Special Common Stock | \$9.5625  | 11/18/02                             |  | A                              |   | 29,832  |     | (4)  | 7/10/2004       | Class A Special Common Stock                                  | 29,832                        |  | 29,832   |               |
| 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                              |   | 447,823   |     | (5)  | 7/13/2005       | Class A Special Common Stock                                  | 447,823                       |  | 447,823  |               |
| Option to Purchase Class A Special Common Stock | \$9.1875  | 11/18/02                             |  | A                              |   | 87,500  |     | Immediately  | 2/05/2007       | Class A Special Common Stock                                  | 87,500                        |  | 87,500   |               |
| Option to Purchase Class A Special Common Stock | \$14.9375   | 11/18/02                             |  | A                              |   | 87,500  |     | (6)  | 1/09/2008       | Class A Special Common Stock                                  | 87,500                        |  | 87,500   |               |
|   | \$16.9375   | 11/18/02                             |  | A                              |   |   |     | (7)  |                 |   | 250,000                       |  | 250,000  |               |

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|   |           |          |  |   |         |      |           |            |                              |         |  |         |
|---|-----------|----------|--|---|---------|------|-----------|------------|------------------------------|---------|--|---------|
| Option to Purchase Class A Special Common Stock |           |          |  |   | 250,000 |      |           | 6/16/2008  | Class A Special Common Stock |         |  |         |
| Option to Purchase Class A Special Common Stock | \$16.9375 | 11/18/02 |  | A | 17,712  | (8)  |           | 6/16/2008  | Class A Special Common Stock | 17,712  |  | 17,712  |
| Option to Purchase Class A Special Common Stock | \$16.9375 | 11/18/02 |  | A | 232,288 | (9)  |           | 6/16/2008  | Class A Special Common Stock | 232,288 |  | 232,288 |
| Option to Purchase Class A Special Common Stock | \$32.8437 | 11/18/02 |  | A | 41,250  | (10) |           | 5/03/2009  | Class A Special Common Stock | 41,250  |  | 41,250  |
| 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 | 30,706  | (11) |           | 5/03/2009  | Class A Special Common Stock | 30,706  |  | 30,706  |
| 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 | 597,338 | (12) |           | 6/02/2010  | Class A Special Common Stock | 597,338 |  | 597,338 |
| Option to Purchase Class A Special Common Stock | \$36.9700 | 11/18/02 |  | A | 5,408   | (13) |           | 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 | 194,592 | (14) |           | 7/30/2011  | Class A Special Common Stock | 194,592 |  | 194,592 |
| Option to Purchase Class A Special Common Stock | \$35.4900 | 11/18/02 |  | A | 200,000 | (15) |           | 1/24/2012  | Class A Special Common Stock | 200,000 |  | 200,000 |
| Option to Purchase Class A Special Common Stock | \$23.8400 | 11/18/02 |  | A | 105,806 | (16) |           | 10/28/2012 | Class A Special Common Stock | 105,806 |  | 105,806 |
| 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:

- (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) 22,760 shares are immediately exercisable; 2,552 shares are exercisable on 1/10/2003; and 12,000 shares are exercisable on 7/10/2003.
- (4) 18,196 shares are immediately exercisable; 2,042 shares are exercisable on 1/10/2003; and 9,594 shares are exercisable on 7/10/2003.
- (5) 281,155 shares are immediately exercisable; 60,000 shares are exercisable on 1/13/2003; 46,668 shares are exercisable on 1/13/2004; and 60,000 shares are exercisable on 7/13/2004.
- (6) 70,000 shares are immediately exercisable and 17,500 shares are exercisable on 1/09/2003.
- (7) 200,000 shares are immediately exercisable and 50,000 shares are exercisable on 6/16/2003.
- (8) 5,904 shares are exercisable on each of 6/16/2005, 6/16/2006 and 6/16/2007.
- (9)

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- 100,000 shares are immediately exercisable; 25,000 shares are exercisable on each of 6/16/2003 and 6/16/2004; 57,288 shares are exercisable on 6/16/2007; and 25,000 shares are exercisable on 12/16/2007.
- (10) 24,750 shares are immediately exercisable and 8,250 shares are exercisable on each of 5/03/2003 and 5/03/2004.
  - (11) 10,125 shares are immediately exercisable; 3,375 shares are exercisable on each of 5/03/2003, 5/03/2004, 5/03/2005, 5/03/2006 and 5/03/2007; 331 shares are exercisable on 5/03/2008; and 3,375 shares are exercisable on 11/03/2008.
  - (12) 120,000 shares are immediately exercisable; 60,000 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; 57,338 shares are exercisable on 6/02/2009; and 60,000 shares are exercisable on 12/02/2009.
  - (13) 2,704 shares are exercisable on each of 7/30/2010 and 1/30/2011.
  - (14) 61,000 shares are exercisable on 7/30/2003; 30,500 shares are exercisable on each of 7/30/2004, 7/30/2005 and 7/30/2006; 9,500 shares are exercisable on each of 7/30/2007, 7/30/2008 and 7/30/2009; and 6,796 shares are exercisable on each of 7/30/2010 and 7/30/2011.
  - (15) 62,500 shares are exercisable on 1/24/2004; 31,250 shares are exercisable on each of 1/24/2005, 1/24/2006 and 1/24/2007; and 8,750 shares are exercisable on each of 1/24/2008, 1/24/2009, 1/24/2010, 1/24/2011 and 7/24/2011.
  - (16) 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; 4,250 shares are exercisable on each of 10/28/2008, 10/28/2009, 10/28/2010 and 10/28/2011; and 56 shares are exercisable on 4/28/2012.

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/s/ John R. Alchin

December 5, 2002

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\*\* Signature of Reporting Person  
John R. Alchin

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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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