

COMCAST CORP
Form 4/A
December 05, 2002

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	OMB APPROVAL
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	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 Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response.....0.5
(Print or Type Responses)		

1. Name and Address of Reporting Person* Burke Stephen B. (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
	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

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		A		10,928.3413	A	(1)	10,928.3413	D	
Class A Special Common Stock	11/18/02		A		23,054.139	A	(1)	23,054.139	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	\$17.3282	11/18/02		A		8,658		(2)	6/03/2008	Class A Special Common Stock	8,658		8,658	
Option to Purchase Class A Special Common Stock	\$17.0882	11/18/02		A		988,456		(3)	6/03/2008	Class A Special Common Stock	988,456		988,456	
Option to Purchase Class A Special Common Stock	\$17.3282	11/18/02		A		31,732		(4)	6/03/2008	Class A Special Common Stock	31,732		31,732	
Option to Purchase Class A Special Common Stock	\$17.0882	11/18/02		A		965,384		(5)	6/03/2008	Class A Special Common Stock	965,384		965,384	
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02		A		53,750		(6)	5/03/2009	Class A Special Common Stock	53,750		53,750	
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		43,206		(7)	5/03/2009	Class A Special Common Stock	43,206		43,206	
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		697,338		(8)	6/02/2010	Class A Special Common Stock	697,338		697,338	
Option to Purchase Class A Special Common Stock	\$38.4375	11/18/02		A		600,000		(9)	3/15/2010	Class A Special Common Stock	600,000		600,000	
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02		A		5,408		(10)	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		494,592		(11)	7/30/2011	Class A Special Common Stock	494,592		494,592	
	\$34.9000	11/18/02		A				(12)			500,000		500,000	

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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		A	300,000	(13)		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	395,806	(14)		10/28/2012	Class A Special Common Stock	395,806		395,806
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) 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

December 5, 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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