

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* Alchin John R. (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, Treasurer and Co-Chief Financial 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 Original (Month/Day/Year) November 20, 2002
		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

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

** Signature of Reporting Person
John R. Alchin

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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