

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* Roberts Brian L. (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 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)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) (give title below) President Individual or Joint/Group Filing <input checked="" type="checkbox"/> Original (Month/Day/Year) Applicable Line <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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		D		1,356	D	(1)	0	I	By Wife
Class A Common Stock	11/18/02		D		136,912	D	(1)	0	I	By LLC (2)
Class B Common Stock	11/18/02		D		9,444,375	D	(1)	0	I	By LLC (2)
Class A Special Common Stock	11/18/02		D		63,184	D	(1)	0	D	
Class A Special Common Stock	11/18/02		D		2,712	D	(1)	0	I	By Wife
Class A Special Common Stock	11/18/02		D		41,132.488	D	(1)	0	I	By 401(k) Plan
Class A Special Common Stock	11/18/02		D		9,581,287	D	(1)	0	I	By LLC (2)

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 (A) or Disposed of (D) (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: Derivative Security (D) or Indirect (I) (Instr. 3)
				Code	V	(A)	(D)	(1)	(2)	Date Exercisable	Expiration Date			
Option to Purchase Class A Special Common Stock	\$10.5834	11/18/02		D			305,632	(3)	7/10/2004	Class A Special Common Stock	305,632	(1)	0	D
Option to Purchase Class A Special Common Stock	\$9.5625	11/18/02		D			334,634	(4)	7/10/2004	Class A Special Common Stock	334,634	(1)	0	D
Option to Purchase Class A Special Common Stock	\$9.5625	11/18/02		D			97,805	Immediately	7/06/2003	Class A Special Common Stock	97,805	(1)	0	D
Option to Purchase Class A Special Common Stock	\$7.5000	11/18/02		D			600,000	(5)	7/13/2005	Class A Special Common Stock	600,000	(1)	0	D
Option to Purchase Class A Special Common Stock	\$9.1875	11/18/02		D			140,372	Immediately	2/05/2007	Class A Special Common Stock	140,372	(1)	0	D
Option to Purchase Class A Special Common Stock	\$14.9375	11/18/02		D			162,422	(6)	1/09/2008	Class A Special Common Stock	162,422	(1)	0	D
Option to Purchase Class A Special Common Stock	\$18.6313	11/18/02		D			576	Immediately	6/16/2003	Class A Special Common Stock	576	(1)	0	D
Option to Purchase Class A Special Common Stock	\$16.9375	11/18/02		D			1,499,712	(7)	6/16/2008	Class A Special Common Stock	1,499,712	(1)	0	D
Option to Purchase Class A Special Common Stock	\$16.9375	11/18/02		D			1,499,712	(8)	6/16/2008	Class A Special Common Stock	1,499,712	(1)	0	D
Option to Purchase Class A Special Common Stock	\$32.5875	11/18/02		D			3,094	(9)	1/05/2004	Class A Special Common Stock	3,094	(1)	0	D
Option to Purchase Class A Special Common Stock	\$29.6250	11/18/02		D			996,906	(10)	1/05/2009	Class A Special Common Stock	996,906	(1)	0	D
Option to Purchase Class A Special Common Stock	\$31.6875	11/18/02		D			1,000,000	(11)	4/05/2009	Class A Special Common Stock	1,000,000	(1)	0	D
	\$32.8437	11/18/02		D				(12)			1,000,000	(1)	0	D

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Option to Purchase Class A Special Common Stock						1,000,000		5/03/2009	Class A Special Common Stock				
Option to Purchase Class A Special Common Stock	\$42.7625	11/18/02		D		2,338	4/04/2004	10/04/2004	Class A Special Common Stock	2,338	(1)	0	D
Option to Purchase Class A Special Common Stock	\$38.8750	11/18/02		D		997,662	(13)	10/04/2009	Class A Special Common Stock	997,662	(1)	0	D
Option to Purchase Class A Special Common Stock	\$49.7500	11/18/02		D		1,000,000	(14)	1/04/2010	Class A Special Common Stock	1,000,000	(1)	0	D
Option to Purchase Class A Special Common Stock	\$42.3500	11/18/02		D		474	(15)	3/30/2005	Class A Special Common Stock	474	(1)	0	D
Option to Purchase Class A Special Common Stock	\$38.5000	11/18/02		D		999,526	(16)	3/30/2010	Class A Special Common Stock	999,526	(1)	0	D
Option to Purchase Class A Special Common Stock	\$41.0625	11/18/02		D		997,565	(17)	7/05/2010	Class A Special Common Stock	997,565	(1)	0	D
Option to Purchase Class A Special Common Stock	\$45.1688	11/18/02		D		2,435	1/05/2005	7/05/2005	Class A Special Common Stock	2,435	(1)	0	D
Option to Purchase Class A Special Common Stock	\$41.4375	11/18/02		D		1,000,000	(18)	10/05/2010	Class A Special Common Stock	1,000,000	(1)	0	D
Option to Purchase Class A Special Common Stock	\$40.6670	11/18/02		D		2,704	1/03/2006	7/30/2006	Class A Special Common Stock	2,704	(1)	0	D
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02		D		747,296	(19)	7/30/2011	Class A Special Common Stock	747,296	(1)	0	D
Option to Purchase Class A Special Common Stock	\$35.4900	11/18/02		D		750,000	(20)	1/24/2012	Class A Special Common Stock	750,000	(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) The Reporting Person disclaims beneficial ownership of securities owned by the LLC, except to the extent of his pecuniary interest therein.
- (3) 215,632 shares are immediately exercisable; 45,000 shares are exercisable on 1/10/2003; and 45,000 shares are exercisable on 7/10/2003.
- (4) 266,280 shares are immediately exercisable; 34,174 shares are exercisable on 1/10/2003; and 34,180 shares are exercisable on 7/10/2003.
- (5) 300,000 shares are immediately exercisable; 100,000 shares are exercisable on each of 1/13/2003, 1/13/2004 and 7/13/2004.
- (6) 127,422 shares are immediately exercisable and 35,000 shares are exercisable on 1/09/2003.
- (7) 1,199,712 shares are immediately exercisable and 300,000 shares are exercisable on 6/16/2003.
- (8) 599,712 shares are immediately exercisable; 750,000 shares are exercisable on 6/16/2007; and 150,000 shares are exercisable on 12/16/2007.
- (9) 26 shares are immediately exercisable and 3,068 shares are exercisable on 1/05/2003.
- (10)

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599,974 shares are immediately exercisable; 196,932 shares are exercisable on 1/05/2003; and 200,000 shares are exercisable on 1/05/2004.

- (11) 600,000 shares are immediately exercisable and 200,000 shares are exercisable on each of 4/05/2003 and 4/05/2004.
- (12) 600,000 shares are immediately exercisable and 200,000 shares are exercisable on each of 5/03/2003 and 5/03/2004.
- (13) 600,000 shares are immediately exercisable; 200,000 shares are exercisable on 10/04/2003; and 197,662 shares are exercisable on 10/04/2004.
- (14) 400,000 shares are immediately exercisable and 200,000 shares are exercisable on each of 1/04/2003, 1/04/2004 and 1/04/2005.
- (15) 2 shares are immediately exercisable and 236 shares are exercisable on each of 3/30/2003 and 3/30/2004.
- (16) 199,998 shares are immediately exercisable; 99,764 shares are exercisable on each of 3/30/2003 and 3/30/2004; and 100,000 shares are exercisable on each of 3/30/2005, 3/30/2006, 3/30/2007, 3/30/2008, 3/30/2009 and 9/30/2009.
- (17) 200,000 shares are immediately exercisable; 100,000 shares are exercisable on each of 7/05/2003 and 7/05/2004; 97,565 shares are exercisable on 7/05/2005; and 100,000 shares are exercisable on each of 7/05/2006, 7/05/2007, 7/05/2008, 7/05/2009 and 1/05/2010.
- (18) 400,000 shares are immediately exercisable and 200,000 shares are exercisable on each of 10/05/2003, 10/05/2004 and 10/05/2005.
- (19) 226,000 shares are exercisable on 7/30/2003; 113,000 shares are exercisable on each of 7/30/2004 and 7/30/2005; 110,296 shares are exercisable on 7/30/2006; and 37,000 shares are exercisable on each of 7/30/2007, 7/30/2008, 7/30/2009, 7/30/2010 and 1/30/2011.
- (20) 227,500 shares are exercisable on 1/24/2004; 113,750 shares are exercisable on each of 1/24/2005, 1/24/2006 and 1/24/2007; and 36,250 shares are exercisable on each of 1/24/2008, 1/24/2009, 1/24/2010, 1/24/2011 and 7/24/2011.

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/s/ Brian L. Roberts

November 18, 2002

** Signature of Reporting Person
Brian L. Roberts

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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