

COMCAST CORP  
Form 4  
November 20, 2002

<b>FORM 4</b>	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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*  Armstrong C. Michael  (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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) (give title below)  Chairman
	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Day/Year  November 20, 2002
		5. If Amendment <input type="checkbox"/> or Original (Month/Day/Year) <input checked="" type="checkbox"/>
		7. Individual or Joint/Group Filing (Check all 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		80,664	A	(1)	80,664	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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)		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 Indefinite (I) (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option to Purchase Class A Common Stock	\$25.0000	11/20/02		A		2,364,000		(2)	11/20/2012	Class A Common Stock	2,364,000		2,364,000	D
Option to Purchase Class A Common Stock	\$25.0000	11/20/02		A		36,000		(3)	11/20/2012	Class A Common Stock	36,000		36,000	D
	(4)					(4)					(4)			

Explanation of Responses:

- (1) Shares were acquired pursuant to the merger (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) 716,000 shares are exercisable on 11/20/2004; 356,000 shares are exercisable on each of 11/20/2005, 11/20/2006 and 11/20/2007; 116,000 shares are exercisable on each of 11/20/2008, 11/20/2009, 11/20/2010, 11/20/2011 and 5/20/2012.
- (3) 4,000 shares are exercisable on each of 11/20/2004, 11/20/2005, 11/20/2006, 11/20/2007, 11/20/2008, 11/20/2009, 11/20/2010, 11/20/2011 and 5/20/2012.
- (4) With respect to equity awards converted in the Merger, the Reporting Person will file an amendment to this Form 4 when all variables necessary to calculate the conversions are known.

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/s/ C. Michael Armstrong

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November 20, 2002

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\*\* Signature of Reporting Person  
C. Michael Armstrong

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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