

COMCAST CORP  
Form 4  
November 20, 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><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)   |  |  |

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| 1. Name and Address of Reporting Person*<br><br>Burke Stephen B.<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) | 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<br><br>7. Filing Status (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 |
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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 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  |
|                                 |                                      |  |                                |   |   |            |       |   |  |   |
|                                 |                                      |  |                                |   |   |            |       |   |  |   |
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|                                 |                                      |  |                                |   |   |            |       |   |  |   |

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, Disposed of, or Exercisable (Instr. 3, 4 and 5) |     |                  |                 | 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 of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|------------------|-----------------|---|----------------------------|--|--|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable | Expiration Date | Title   | Amount or Number of Shares |  |  |  |
|  | (2)  |                                      |  |                                |   |  | (2) |                  |                 |   | (2)                        |  |  |  |
|  |  |                                      |  |                                |   |  |     |                  |                 |   |                            |  |  |  |
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|  |  |                                      |  |                                |   |  |     |                  |                 |   |                            |  |  |  |

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) The Reporting Person will file an amendment to this Form 4 with respect to securities to be included in Table II when all variables necessary to calculate the conversions of equity awards in the Merger are known.

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/s/ Stephen B. Burke

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November 20, 2002

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\*\* 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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