

COMCAST CORP
Form 4
November 18, 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* Brodsky Julian A. (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	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) Vice Chairman
	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) _____
		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		D		130,968	D	(1)	0	D	
Class A Special Common Stock	11/18/02		D		2,835,311	D	(1)	0	D	
Class A Special Common Stock	11/18/02		D		240,170	D	(1)	0	I	By GRATs

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 (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. 4)
				Code	V	(A)	(D)(1)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares (1)			
Option to Purchase Class A Special Common Stock	\$6.0417	11/18/02		D		208,449		Immediately	7/06/2003	Class A Special Common Stock	208,449	(1)	0	D
Option to Purchase Class A Special Common Stock	\$6.0417	11/18/02		D		16,551		Immediately	1/06/2003	Class A Special Common Stock	16,551	(1)	0	D
Option to Purchase Class A Special Common Stock	\$10.5834	11/18/02		D		9,448		1/10/2003	1/10/2004	Class A Special Common Stock	9,448	(1)	0	D
Option to Purchase Class A Special Common Stock	\$10.5834	11/18/02		D		140,552	(2)		7/10/2004	Class A Special Common Stock	140,552	(1)	0	D
Option to Purchase Class A Special Common Stock	\$9.5625	11/18/02		D		105,536	(3)		7/10/2004	Class A Special Common Stock	105,536	(1)	0	D
Option to Purchase Class A Special Common Stock	\$9.5625	11/18/02		D		156,516		Immediately	7/06/2003	Class A Special Common Stock	156,516	(1)	0	D
Option to Purchase Class A Special Common Stock	\$9.3750	11/18/02		D		10,666		06/21/2004	1/13/2005	Class A Special Common Stock	10,666	(1)	0	D
Option to Purchase Class A Special Common Stock	\$9.3750	11/18/02		D		489,334	(4)		12/21/2005	Class A Special Common Stock	489,334	(1)	0	D
Option to Purchase Class A Special Common Stock	\$9.1875	11/18/02		D		105,000		Immediately	2/05/2007	Class A Special Common Stock	105,000	(1)	0	D
Option to Purchase Class A Special Common Stock	\$14.9375	11/18/02		D		105,000	(5)		1/09/2008	Class A Special Common Stock	105,000	(1)	0	D
Option to Purchase Class A Special Common Stock	\$16.9375	11/18/02		D		250,000	(6)		6/16/2008	Class A Special Common Stock	250,000	(1)	0	D
Option to Purchase Class A Special Common Stock	\$16.9375	11/18/02		D		17,712	(7)		6/16/2008	Class A Special Common Stock	17,712	(1)	0	D
	\$16.9375	11/18/02		D			(8)				232,288	(1)	0	D

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Option to Purchase Class A Special Common Stock						232,288		6/16/2008	Class A Special Common Stock				
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02		D		33,750	(9)	5/03/2009	Class A Special Common Stock	33,750	(1)	0	D
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02		D		3,044	(10)	5/03/2009	Class A Special Common Stock	3,044	(1)	0	D
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02		D		23,206	(11)	5/03/2009	Class A Special Common Stock	23,206	(1)	0	D
Option to Purchase Class A Special Common Stock	\$38.5000	11/18/02		D		2,597	3/30/2009	3/30/2010	Class A Special Common Stock	2,597	(1)	0	D
Option to Purchase Class A Special Common Stock	\$38.5000	11/18/02		D		57,403	(12)	3/30/2010	Class A Special Common Stock	57,403	(1)	0	D
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02		D		5,408	(13)	7/30/2011	Class A Special Common Stock	5,408	(1)	0	D
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02		D		144,592	(14)	7/30/2011	Class A Special Common Stock	144,592	(1)	0	D
Option to Purchase Class A Special Common Stock	\$35.4900	11/18/02		D		150,000	(15)	1/24/2012	Class A Special Common Stock	150,000	(1)	0	D
Option to Purchase Class A Special Common Stock	\$21.5400	11/18/02		D		500,000	(16)	7/11/2012	Class A Special Common Stock	500,000	(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) 120,000 shares are immediately exercisable; 5,552 shares are exercisable on 1/10/2003; and 15,000 shares are exercisable on 7/10/2003.
- (3) 90,110 shares are immediately exercisable; 4,164 shares are exercisable on 1/10/2003; and 11,262 shares are exercisable on 7/10/2003.
- (4) 350,000 shares are immediately exercisable; 50,000 shares are exercisable on 6/21/2003; 39,334 shares are exercisable on 6/21/2004; and 50,000 shares are exercisable on 12/21/2004.
- (5) 84,000 shares are immediately exercisable and 21,000 shares are exercisable on 1/09/2003.
- (6) 200,000 shares are immediately exercisable and 50,000 shares are exercisable on 6/16/2003.
- (7) 5,904 shares are exercisable on each of 6/16/2005, 6/16/2006 and 6/16/2007.
- (8) 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.
- (9) 20,250 shares are immediately exercisable and 6,750 shares are exercisable on each of 5/03/2003 and 5/03/2004.
- (10) 2,625 shares are exercisable on 5/03/2008 and 419 shares are exercisable on 11/03/2008.
- (11) 7,875 shares are immediately exercisable; 2,625 shares are exercisable on each of 05/03/2003, 05/03/2004, 05/03/2005, 05/03/2006 and 05/03/2007; and 2,206 shares are exercisable on 11/03/2008.
- (12) 12,000 shares are immediately exercisable; 6,000 shares are exercisable on each of 3/30/2003, 3/30/2004, 3/30/2005, 3/30/2006, 3/30/2007 and 3/30/2008; 3,403 shares are exercisable on 3/30/2009; and 6,000 shares are exercisable on 9/30/2009.
- (13) 2,704 shares are exercisable on each of 7/30/2010 and 7/30/2011.
- (14) 46,000 shares are exercisable on 7/30/2003; 23,000 shares are exercisable on each of 7/30/2004, 7/30/2005 and 7/30/2006; 7,000 shares are exercisable on each of 7/30/2007, 7/30/2008 and 7/30/2009; and 4,296 shares are exercisable on each of 7/30/2010 and 7/30/2011.
- (15)

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- 47,500 shares are exercisable on 1/24/2004; 23,750 shares are exercisable on each of 1/24/2005, 1/24/2006 and 1/24/2007; and 6,250 shares are exercisable on each of 1/24/2008, 1/24/2009, 1/24/2010, 1/24/2011 and 7/24/2011.
- (16) 50,000 shares are exercisable on 7/11/2004; 100,000 shares are exercisable on each of 7/11/2005, 7/11/2006, 7/11/2007 and 7/11/2008; and 50,000 shares are exercisable on 1/11/2009.

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/s/ Julian A. Brodsky

November 18, 2002

** Signature of Reporting Person
Julian A. Brodsky

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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