

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>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)  |  |

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><br>Armstrong C. Michael<br><br>(Last) (First) (Middle)<br><br>Comcast Corporation<br>1500 Market Street<br><br>(Street)<br><br>Philadelphia PA 19102<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><br>Comcast Corporation (formerly named AT&T<br>Comcast Corporation): CMCSA and CMCSK | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" 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>Chairman |
|   | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)  | 4. Statement for Month/Day/Year<br><br>November 20, 2002  |
|   |  | 5. If Amendment <input type="checkbox"/> or Original (Month/Day/Year)   |
|   |  | 7. Individual or Joint/Group Filing<br>(Check all 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   |

**Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(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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|                                    |   |   |                                   |   |  |            |       |  |   |  |

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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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