

COMCAST CORP
Form 4/A
December 05, 2002

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| 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 Ralph J. (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 of the Executive and Finance Committee |
| | 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) and Date of this Filing (Month/Day/Year) November 20, 2002 |

| 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 | | 5,777,563 | A | (1) | 5,777,563 | D | |
| Class A Special Common Stock | 11/18/02 | | A | | 437,226 | A | (1) | 437,226 | I | By Family Partnerships |
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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(1) | 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)(1) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares(1) | | | |
| Option to Purchase Class A Special Common Stock | \$6.0417 | 11/18/02 | | A | | 748,634 | | Immediately | 7/06/2003 | Class A Special Common Stock | 748,634 | | 748,634 | D |
| Option to Purchase Class A Special Common Stock | \$9.5625 | 11/18/02 | | A | | 561,658 | | Immediately | 7/06/2003 | Class A Special Common Stock | 561,658 | | 561,658 | D |
| Option to Purchase Class A Special Common Stock | \$9.1875 | 11/18/02 | | A | | 88,056 | | Immediately | 2/05/2007 | Class A Special Common Stock | 88,056 | | 88,056 | D |
| Option to Purchase Class A Special Common Stock | \$16.4313 | 11/18/02 | | A | | 7,188 | | Immediately | 1/09/2003 | Class A Special Common Stock | 7,188 | | 7,188 | D |
| Option to Purchase Class A Special Common Stock | \$14.9375 | 11/18/02 | | A | | 127,422 | | (2) | 1/09/2008 | Class A Special Common Stock | 127,422 | | 127,422 | D |
| Option to Purchase Class A Special Common Stock | \$18.6313 | 11/18/02 | | A | | 576 | | Immediately | 6/16/2003 | Class A Special Common Stock | 576 | | 576 | D |
| Option to Purchase Class A Special Common Stock | \$16.9375 | 11/18/02 | | A | | 999,424 | | (3) | 6/16/2008 | Class A Special Common Stock | 999,424 | | 999,424 | D |
| Option to Purchase Class A Special Common Stock | \$32.8437 | 11/18/02 | | A | | 247,210 | | (4) | 5/03/2009 | Class A Special Common Stock | 247,210 | | 247,210 | D |
| Option to Purchase Class A Special Common Stock | \$36.1281 | 11/18/02 | | A | | 2,790 | | (5) | 5/03/2004 | Class A Special Common Stock | 2,790 | | 2,790 | D |
| Option to Purchase Class A Special Common Stock | \$42.3500 | 11/18/02 | | A | | 2,835 | | (6) | 3/30/2005 | Class A Special Common Stock | 2,835 | | 2,835 | D |
| Option to Purchase Class A Special Common Stock | \$38.5000 | 11/18/02 | | A | | 247,165 | | (7) | 3/30/2010 | Class A Special Common Stock | 247,165 | | 247,165 | D |
| Option to Purchase Class A Special Common Stock | \$42.5563 | 11/18/02 | | A | | 2,584 | | 3/26/2005 | 3/26/2006 | Class A Special Common Stock | 2,584 | | 2,584 | D |
| | \$38.6875 | 11/18/02 | | A | | | | (8) | | | 497,416 | | 497,416 | D |

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|---|-----------|----------|--|---|---------|------|---------------------|------------------------------|---------|--|---------|---|
| Option to Purchase Class A Special Common Stock | | | | | 497,416 | | 3/26/2011 | Class A Special Common Stock | | | | |
| Option to Purchase Class A Special Common Stock | \$40.6670 | 11/18/02 | | A | 2,704 | | 1/30/2006 7/30/2006 | Class A Special Common Stock | 2,704 | | 2,704 | D |
| Option to Purchase Class A Special Common Stock | \$36.9700 | 11/18/02 | | A | 597,296 | (9) | 7/30/2011 | Class A Special Common Stock | 597,296 | | 597,296 | D |
| Option to Purchase Class A Special Common Stock | \$35.4900 | 11/18/02 | | A | 600,000 | (10) | 1/24/2012 | Class A Special Common Stock | 600,000 | | 600,000 | D |

Explanation of Responses:

- (1) Shares and options to purchase shares of Issuer common stock were acquired pursuant to 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) 99,422 shares are immediately exercisable and 28,000 shares are exercisable on 1/09/2003.
- (3) 799,424 shares are immediately exercisable and 200,000 shares are exercisable on 6/16/2003.
- (4) 149,977 shares are immediately exercisable; 47,233 shares are exercisable on 5/03/2003; and 50,000 shares are exercisable on 5/03/2004.
- (5) 23 shares are immediately exercisable and 2,767 shares are exercisable on 5/03/2003.
- (6) 2 shares are immediately exercisable; 236 shares are exercisable on 3/30/2003; and 2,597 shares are exercisable on 3/30/2004.
- (7) 99,998 shares are immediately exercisable; 49,764 shares are exercisable on 3/30/2003; 47,403 shares are exercisable on 3/30/2004; and 50,000 shares are exercisable on 3/30/2005.
- (8) 200,000 shares are exercisable on 3/26/2003; 100,000 shares are exercisable on 3/26/2004; 97,416 shares are exercisable on 3/26/2005; and 100,000 shares are exercisable on 3/26/2006.
- (9) 181,000 shares are exercisable on 7/30/2003; 90,500 shares are exercisable on each of 7/30/2004 and 7/30/2005; 87,796 shares are exercisable on 7/30/2006; and 29,500 shares are exercisable on each of 7/30/2007, 7/30/2008, 7/30/2009, 7/30/2010 and 1/30/2011.
- (10) 182,500 shares are exercisable on 1/24/2004; 91,250 shares are exercisable on each of 1/24/2005, 1/24/2006 and 1/24/2007; and 28,750 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/ Ralph J. Roberts

December 5, 2002

** Signature of Reporting Person
Ralph J. 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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