COMCAST CORP Form 4 November 20, 2002

FORM ⁴	UNITED STAT			ND EXCHA D.C. 20549	NGE (C	OMMISSI	ON		OMB APPROVA	AL		
Check this box if no longer subject to Section 16. Form 4 or o Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section	rsuant to Section 1 17(a) of the Pul	16(a) of the blic Utility l	N BENEFIC e Securities Excha Holding Company hent Company Act	inge Act o Act of 19	of 1	934,	OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response0.5					
(Print or Type <u>Responses)</u> 1. Name and Ado	dress of Reporting Pers	son*	2. Issuer Na	ame and Ticker or	Trading S	Syr	nbol			ship of Reporting P	erson(s) to Is	suer	
Smith (Last)	Lawrence (First)	S. (Middle)	Comcast Corporation (formerly named AT&T Comcast Corporation): CMCSA and CMCSK 3. I.R.S. Identification 4. Statement for Number of Reporting Person, if an entity						(Check all applicable) o Director o 10% Owner x Officer o Other (specify below) (give title below) Executive Vice President and Co-Chief Financial				
Comcast Corpora 1500 Market Stre Philadelphia		19102	(Volunta	ry)		20 5.			y/ Y@he) ck A x Form	al or Joint/Group Fi Applicable Line) filed by One Repor filed by More than	ting Person	ng Person	
(City) 1. Title of Securit (Instr. 3)	(State)	(Zip)	2. Trans- action Date	Table I No2A. DeemedExecutionDate, if any(Month/Day/Year)	3. Trans- action Code		e Securities A 4. Securities A or Disposed (Instr. 3, 4 a)	cqui of (I	D) Securities ship			7. Nature of Indirect Beneficia	
			(Month/ Day/ Year)		Code	8) V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Owner- ship (Instr. 4)	
Class A Common	n Stock		11/18/02		А	ĺ	1,294	А	(1)	1,294	Ι	By IRA	
Class A Special	Common Stock		11/18/02		Α	Γ	112,446.8180	Α	(1)	112,446.8180	D		
Class A Special (Common Stock		11/18/02		A		6,613	A	(1)	6,613	I	By GRA	

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. Conver- sion or Exercise Price of Deri- vative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)		ative Acqui Dispo		6r DáðeÆisercisable SeamithExpiration red(ake) or sed(Mio(fBh/Day/Year) 3, 4 and 5)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		of Deriv- ative Security	of Deriv- ative Securities Bene-	10. Owner- ship Form of Deriv- ative
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 5)	ficially Owned Following Reported Trans- action(s) (Instr. 4)	Securities: Direct (D) or Indirect (I) (Instr. 4)
	(2)					(2)					(2)			

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/ Lawrence S. Smith

November 20, 2002

** Signature of Reporting Person Lawrence S. Smith 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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