COMCAST CORP Form 4/A December 05, 2002

ORM	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB APPROVAL					
4	STATEMENT			OIVID APPROVAL											
Check this box if no longer subject to Section 16. Form 4 or o Form 5 obligations may continue. See Instruction 1(b).	Section	17(a) of the Pul	blic Utility I	e Securities Excha Holding Company Ient Company Act	Act of 19			OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response							
(Print or Type Responses)															
1. Name and A	ddress of Reporting Person	on*	2. Issuer Na	nme and Ticker or	Trading S	Syn	nbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Burke	Stephen	В.		Corporation (formion): CMCSA and			AT&T Comc	ast	o Director o 10% Owner x Officer o Other (specify below)						
(Last) Comcast Corpo	(First)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 4. Statement for Month/Day/Year November 18,						(give title below) Executive Vice President							
Philadelphia	(Street)								A: bindividual or Joint/Group Filing ay/(Charc)k Applicable Line) x Form filed by One Reporting Person o Form filed by More than One Reporting Person						
(City)	(State)	19102 (Zip)		Table I No	n-Deriva			cqui	red, Dispos	ed of, or Beneficia	lly Owned				
1. Title of Secur (Instr. 3)	ity	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Transaction Code (Instr.		4. Securities A or Disposed (Instr. 3, 4	d of ((D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Owner-ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficia Owner- ship (Instr. 4)				
Cl. A.C.	1.0 0.1		11/10/02					(D)		(Instr. 3 and 4)	(Instr. 4)				
	l Common Stock	11/18/02 11/18/02		A A		10,928.3413 23,054.139		(1)	10,928.3413 23,054.139	I	By 401(k) Plan				
					_										
						H									

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)	sion or Exercise Price of Deri-	3. Transaction Date (Month/Day/	Execution Date, if any (Month/	action Code	4. Trans- action Code (Instr. 8)		Secu uired osed	urit æs d Expira A)Dat e	ritiersd Expiration A Darte of (M)onth/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		9. Number of Deriv- ative Securities Bene-	10. O sh Fo D at
	vative Security(1)	Year)	Day/ Year)	Code	v	(A)(1)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares(1)		ficially Owned Following Reported Trans- action(s) (Instr. 4)	Se D (I In (I (I
Option to Purchase Class A Special Common Stock	\$17.3282	11/18/02		A		8,658		(2)	6/03/2008	Class A Special Common Stock	8,658		8,658	
Option to Purchase Class A Special Common Stock	\$17.0882	11/18/02		A		988,456		(3)	6/03/2008	Class A Special Common Stock	988,456		988,456	
Option to Purchase Class A Special Common Stock	\$17.3282	11/18/02		A		31,732		(4)	6/03/2008	Class A Special Common Stock	31,732		31,732	
Option to Purchase Class A Special Common Stock	\$17.0882	11/18/02		A		965,384		(5)	6/03/2008	Class A Special Common Stock	965,384		965,384	
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02		A		53,750		(6)	5/03/2009	Class A Special Common Stock	53,750		53,750	
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02		A		3,044		5/03/2008	5/03/2009	Class A Special Common Stock	3,044		3,044	
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02		A		43,206		(7)	5/03/2009	Class A Special Common Stock	43,206		43,206	
Option to Purchase Class A Special Common Stock	\$37.5625	11/18/02		A		2,662		6/02/2009	6/02/2010	Special Common Stock	2,662		2,662	
Option to Purchase Class A Special Common Stock	\$37.5625	11/18/02		A		697,338		(8)	6/02/2010	Special Common Stock	697,338		697,338	
Option to Purchase Class A Special Common Stock	\$38.4375	11/18/02		A		600,000		(9)	3/15/2010	Class A Special Common Stock	600,000		600,000	
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02		A		5,408		(10)	7/30/2011	Class A Special Common Stock	5,408		5,408	
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02		A		494,592		(11)	7/30/2011	Class A Special Common Stock	494,592		494,592	
	\$34.9000	11/18/02		A				(12)			500,000		500,000	

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Option to Purchase Class A Special Common Stock				500,00	0		1/07/2012	Class A Special Common Stock			
Option to Purchase Class A Special Common Stock	\$35.4900	11/18/02	A	300,00	0	(13)	1/24/2012	Class A Special Common Stock	300,000	300,000	
Option to Purchase Class A Special Common Stock	\$23.8400	11/18/02	A	395,80	6	(14)	10/28/2012	Class A Special Common Stock	395,806	395,806	
Option to Purchase Class A Special Common Stock	\$23.8400	11/18/02	A	4,194		4/28/2012	10/28/2012	Class A Special Common Stock	4,194	4,194	

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) 5,772 shares are immediately exercisable and 2,886 shares are exercisable on 6/03/2003.
- (3) 791,342 shares are immediately exercisable and 197,114 shares are exercisable on 6/03/2003.
- (4) 5,768 shares are immediately exercisable; 2,884 shares are exercisable on 6/03/2003; 5,770 shares are exercisable on 6/03/2004; and 17,310 shares are exercisable on 6/03/2007.
- (5) 391,348 shares are immediately exercisable; 97,116 shares are exercisable on 6/03/2003; 376,920 shares are exercisable on 6/03/2007; and 100,000 shares are exercisable on 12/03/2007.
- (6) 32,250 shares are immediately exercisable and 10,750 shares are exercisable on each of 5/03/2003 and 5/03/2004.
- (7) 13,875 shares are immediately exercisable; 4,625 shares are exercisable on each of 05/03/2003, 05/03/2004, 05/03/2005, 05/03/2006 and 05/03/2007; 1,581 shares are exercisable on 5/03/2008; and 4,625 shares are exercisable on 11/03/2008.
- (8) 140,000 shares are immediately exercisable; 70,000 shares are exercisable on each of 6/02/2003, 6/02/2004, 6/02/2005, 6/02/2006, 6/02/2007 and 6/02/2008; 67,338 shares are exercisable on 6/02/2009; and 70,000 shares are exercisable on 12/02/2009.
- (9) 120,000 shares are immediately exercisable; 120,000 shares are exercisable on each of 3/15/2003 and 3/15/2004; and 240,000 shares are exercisable on 3/15/2005.
- (10) 2,704 shares are exercisable on each of 7/30/2010 and 1/30/2011.
- (11) 151,000 shares are exercisable on 7/30/2003; 75,500 shares are exercisable on each of 7/30/2004, 7/30/2005 and 7/30/2006; 24,500 shares are exercisable on each of 7/30/2007, 7/30/2008 and 7/30/2009; and 21,796 shares are exercisable on each of 7/30/2010 and 7/30/2011.
- (12) 151,000 shares are exercisable on 1/07/2004; 75,500 shares are exercisable on each of 1/07/2005, 1/07/2006 and 1/07/2007; and 24,500 shares are exercisable on each of 1/07/2008, 1/07/2009, 1/07/2010, 1/07/2011 and 7/07/2011.
- (13) 92,500 shares are exercisable on 1/24/2004; 46,250 shares are exercisable on each of 1/24/2005, 1/24/2006 and 1/24/2007; and 13,750 shares are exercisable on each of 1/24/2008, 1/24/2009, 1/24/2010, 1/24/2011 and 7/24/2011.
- (14) 122,500 shares are exercisable on 10/28/2004; 61,250 shares are exercisable on each of 10/28/2005, 10/28/2006 and 10/28/2007; 18,750 shares are exercisable on each of 10/28/2008, 10/28/2009, 10/28/2010 and 10/28/2011; and 14,556 shares are exercisable on 4/28/2012.

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/s/ Stephen B. Burke	December 5, 2002
** Signature of Reporting Person	Date
Stephen B. Burke	

** 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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