COMCAST CORP Form 4/A December 05, 2002

	UNITED STAT		OMB 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	nrsuant to Section n 17(a) of the Pu	n 16(a) of the blic Utility l	N BENEFIC e Securities Excha Holding Company nent Company Ac	ange Act o	of 1	OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response0.5						
Responses)	dress of Reporting Per								. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Salva (Last) Comcast Corpor 1500 Market Str		J. (Middle)	Comcast Corporation (formerly named AT&T Comcast Corporation): CMCSA and CMCSK 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) November 18, 2002					o Director o 10% Owner x Officer o Other (specify below) (give title below) Senior Vice President and Controller					
Philadelphia	(Street)	5. If Amendment, Date Original (Month/Date						Da (/C'Keak) / x Form	kdndividual or Joint/Group Filing as(Cheak) Applicable Line) x Form filed by One Reporting Person o Form filed by More than One Reporting Person				
(City)	(State)	(Zip)		Table I No	n-Derivat	ive	Securities A	Acqui	ired, Dispo	sed of, or Benefici	ally 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.		4. Securities or Dispos (Instr. 3, 4	ed of	(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficia Owner- ship (Instr. 4)	
Class A Commo	on Stock		11/18/02		A		161	A	(1)	161	D D		
Class A Special	Common Stock		11/18/02		A		4,531.5632	A	(1)	4,531.5632	D		

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. Trans- action Code (Instr. 8)		ative Secu Acquired		of (M)onth/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security	9. Number of Derivative Securities Bene-	10. Ow ship For Der ativ
				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)	Sec Dir (D) Ind (I) (Ins
Option to Purchase Class A Special Common Stock	\$53.1250	11/18/02		A		7,528		(2)	1/21/2010	Class A Special Common Stock	7,528		7,528	Ι
Option to Purchase Class A Special Common Stock	\$53.1250	11/18/02		A		212,472		(3)	1/21/2010	Class A Special Common Stock	212,472		212,472	Ι
Option to Purchase Class A Special Common Stock	\$34.3750	11/18/02		A		14,545		(4)	8/04/2010	Class A Special Common Stock	14,545		14,545	Ι
Option to Purchase Class A Special Common Stock	\$34.3750	11/18/02		A		135,455		(5)	8/04/2010	Class A Special Common Stock	135,455		135,455	Ι
Option to Purchase Class A Special Common Stock	\$42.8125	11/18/02		A		100,000		(6)	2/16/2011	Class A Special Common Stock	100,000		100,000	Ι
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02		A		2,704		1/03/2011	7/30/2011	Class A Special Common Stock	2,704		2,704	Ι
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02		A		72,296		(7)	7/30/2011	Class A Special Common Stock	72,296		72,296	Ι
Option to Purchase Class A Special Common Stock	\$35.4900	11/18/02		A		90,000		(8)	1/24/2012	Class A Special Common Stock	90,000		90,000	Ι
Option to Purchase Class A Special Common Stock	\$23.8400	11/18/02		A		96,250		(9)	10/28/2012		96,250		96,250	Ι
Option to Purchase Class A Special Common Stock	\$23.8400	11/18/02		A		3,750		4/28/2012	10/28/2012		3,750		3,750	Ι

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) 1,882} shares are immediately exercisable and 1,882 shares are exercisable on each of 1/21/2003, 1/21/2004 and 1/21/2005

^{(3) 86,118} shares are immediately exercisable and 42,118 shares are exercisable on each of 1/21/2003, 1/21/2004 and 1/21/2005.

^{(4) 2,909} shares are exercisable on each of 8/04/2006, 8/04/2007, 8/04/2008, 8/04/2009 and 2/04/2010.

- (5) 30,000 shares are immediately exercisable; 15,000 shares are exercisable on each of 8/04/2003, 8/04/2004 and 8/04/2005; and 12,091 shares are exercisable on each of 8/04/2006, 8/04/2007, 8/04/2008, 8/04/2009 and 2/04/2010.
- (6) 40,000 shares are immediately exercisable and 20,000 shares are exercisable on each of 1/21/2003, 1/21/2004 and 1/21/2005.
- (7) 23,500 shares are exercisable on 7/30/2003; 11,750 shares are exercisable on each of 7/30/2004, 7/30/2005 and 7/30/2006; 3,250 shares are exercisable on each of 7/30/2007, 7/30/2008, 7/30/2009 and 7/30/2010; and 546 shares are exercisable on 7/30/2011.
- (8) 29,500 shares are exercisable on 1/24/2004; 14,750 shares are exercisable on each of 1/24/2005, 1/24/2006 and 1/24/2007; and 3,250 shares are exercisable on each of 1/24/2008, 1/24/2009, 1/24/2010, 1/24/2011 and 7/24/2011.
- (9) 32,500 shares are exercisable on 10/28/2004; 16,250 shares are exercisable on each of 10/28/2005, 10/28/2006 and 10/28/2007; and 3,750 shares are exercisable on each of 10/28/2008, 10/28/2009, 10/28/2010 and 10/28/2011.

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/s/ Lawrence J. Salva	December 5, 2002					
** Signature of Reporting Person	Date					
Lawrence J. Salva						

** 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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