

1

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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.

Page 1 of 3

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 |
|---|---|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|-------------------------------|--|--|---------------|
| | | | | Code | V | (A)(1) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares(1) | | | |
| Option to Purchase Class A Special Common Stock | \$23.8400 | 11/18/02 | | A | | 37,746 | | (2) | 7/01/2012 | Class A Special Common Stock | 37,746 | | 37,746 | |
| Option to Purchase Class A Special Common Stock | \$23.8400 | 11/18/02 | | A | | 462,254 | | (3) | 7/01/2012 | Class A Special Common Stock | 462,254 | | 462,254 | |
| Option to Purchase Class A Special Common Stock | \$23.8400 | 11/18/02 | | A | | 110,000 | | (4) | 10/28/2012 | Class A Special Common Stock | 110,000 | | 110,000 | |
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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) 4,194 shares are exercisable on each of 7/01/2004, 7/01/2005, 7/01/2006, 7/01/2007, 7/01/2008, 7/01/2009, 7/01/2010, 7/01/2011 and 1/01/2012.
- (3) 145,806 shares are exercisable on 7/01/2004; 70,806 shares are exercisable on each of 7/01/2005, 7/01/2006 and 7/01/2007; and 20,806 shares are exercisable on each of 7/01/2008, 7/01/2009, 7/01/2010, 7/01/2011 and 1/01/2012.
- (4) 35,500 shares are exercisable on 10/28/2004; 17,750 shares are exercisable on each of 10/28/2005, 10/28/2006 and 10/28/2007; and 4,250 shares are exercisable on each of 10/28/2008, 10/28/2009, 10/28/2010, 10/28/2011 and 4/28/2012.

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/s/ David L. Cohen

December 5, 2002

** Signature of Reporting Person
David L. Cohen

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.

Page 3 of 3