COMCAST CORP Form 4/A December 05, 2002

| 4 | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | OMB APPROVAL | | | | |
|---|---|---|--|--|--|--|---------------------|---|--|-----------------------------------|---|--|--|
| Check this box if no longer subject to Section 16. Form 4 or 5 Form 5 obligations may continue. See Instruction 1(b). | Filed pur Section | suant to Section 17(a) of the Pu | 16(a) of the Securities Exchange Act of 1934, olic Utility Holding Company Act of 1935 or the Investment Company Act of 1940 | | | | | | OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response0.5 | | | | |
| Print or Type Responses) 1. Name and Ad | dress of Reporting Perso | on* | 2. Issuer Na | me and Ticker or | Trading S | Symbol | | | ship of Reporting Po | erson(s) to Is | suer | | |
| Cohen (Last) | David (First) | Comcast Corporati 3. I.R.S. Ide | Corporation (formation): CMCSA and contribution of Reporting | · | o Direct x Office (give | heck all applicable) Director o 10% Owner | | | | | | | |
| Comcast Corpor 1500 Market Str | | Person, if an entity (Voluntary) November 18, 2002 5. If Amendmen | | | | | 17, Dradėvoidu | Dadi:voitual or Joint/Group Filing (Dhy/Kehp)plicable Line) | | | | | |
| Philadelphia | PA | 19102 | | | | | | x Form | Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | | Table I Non- | Derivativ | e Securit | ies Acq | quired, Disp | posed of, or Benefic | cially Owned | d | | |
| . Title of Security (Instr. 3) | | | 2. Trans- action Date (Month/ Day/ | 2A. Deemed Execution Date, if any (Month/ Day/ | 3. Trans- action Code (Instr. | or I | | d of (D) | 5. Amount of Securities Beneficially Owned Following | 6. Owner-ship Form: Direct (D) or | 7. Nature of Indirect Beneficia Owner- ship | | |
| | | | Year) | Year) | Code | V Amou | nt (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | Indirect (I) (Instr. 4) | (Instr. 4) | | |
| Class A Special | Common Stock | | 11/18/02 | | A | 20,00 | 0 A | (1) | 20,000 | D | | | |
| | | | | | | | | | | | | | |
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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 2. Conver- | | | | 4. Trans- | | | | 6Denite-Exercisable | | | | 8. Price | 9. Number | 10. Ov |
|---|--|----------------------------|---|-----------------|---|----------|-----|----------------------|--------------------|--|-------------------------------------|-----------------------------------|---|------------------------------------|
| Security (Instr. 3) | sion or Exercise Price of Deri- | f (Month/ Day/ Year) | Execution Date, if any (Month/ Day/ Year) | code (Instr. 8) | | Acquired | | of (M)onth/Day/Year) | | Underlying Securities (Instr. 3 and 4) | | of Deriv- ative Security | of Deriv- ative Securities Bene- | sh Fo Do ati |
| | vative Security(1) | | | Code | V | (A)(1) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares(1) | (Instr. 5) | ficially Owned Following Reported Trans- action(s) (Instr. 4) | Se Di (D In (I) (Ir |
| 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 | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |

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 | Date | | | | |
| David L. Cohen | | | | | |

** 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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