COMCAST CORP Form 4 November 18, 2002

(Last) (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)  Comcast Corporation 1500 Market Street  (Street)  (State)  (State)  (State)  (Zip)  (City)  (State)  (Zip)  (City)  (State)  (State)  (State)  (Zip)  (State)  (Zip)  (State)  (Zip)  (State)  (Zip)  (State)  (Zip)  (State)  (Zip)  (State)  (	ORM	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB APPROVAL				
Responses	Check this box if no longer subject to Section 16. Form 4 or x Form 5 obligations may continue. See Instruction 1(b).	Filed pur Section	rsuant to Section 17(a) of the Pu	16(a) of the	e Securities Excha Holding Company	ange Act of 19	of 1	Expire Estima	xpires: January 31, 2005 stimated average burden						
Comcast Corporation: CMCSA and CMCSK   X Director   O 10% Owner   X Officer   O Other (specify below)	Responses)	ddress of Reporting Pers	on*	2. Issuer Na	ame and Ticker or	Trading	Syr	nbol				erson(s) to Is	ssuer		
Street   S	(Last)  Comcast Corpo	(First)	3. I.R.S. Identification  Number of Reporting Person, if an entity (Voluntary)  4. Statement for Month/Day/Year Power 18,						x Director o 10% Owner x Officer o Other (specify below) (give title below)						
1. Title of Security		(Street)	5. If Amendment, Datandividual or Joint/Group Filing Original (Month/Dat/Clieak) Applicable Line) x Form filed by One Reporting Person							ng Person					
Class A Special Common Stock   11/18/02   D   437,226(2)   D   (Instr. 3)   Securities   Ship   Indicators   Ship   Indicators   Securities   Ship   Indicators   Sh	(City)	(State)	(Zip)		Table I Nor	1-Derivat	ive	Securities A	cqu	ired, Dispo	sed of, or Benefici	ally Owned			
Year)         Year)         Code         V         Amount (D)         (A) or (D)         Price (Transaction(s) (INstr. 3 and 4)         Indirect (INstr. 4)         (Instr. 4)           Class A Special Common Stock         11/18/02         D         5,777,563         D         (1)         0         D           Class A Special Common Stock         11/18/02         D         437,226(2)         D         (1)         0         I         By		rity	action Date (Month/	Execution Date, if any (Month/	action Code		or Dispos	ed of	(D)	D) Securities Beneficially Owned		7. Nature of Indirect Beneficia Owner-			
Class A Special Common Stock         11/18/02         D         437,226(2)         D         (1)         0         I         By			1 -		Code	V	Amount	or	Price	Reported Transaction(s)	Indirect (I)	ship (Instr. 4)			
	Class A Specia	l Common Stock		11/18/02		D		5,777,563	D	(1)	0	D			
Parti	Class A Special Common Stock			11/18/02		D		437,226(2)	D	(1)	0	I	By Family Partnership		
Class A Common Stock 8/04/99 G(3) 1,998 D 568,815 I By	Class A Comm	on Stock	8/04/99		G(3)		1,998	D		568,815	I	By Family Partnership			
Class A Special Common Stock         8/04/99         G(3)         1,998         D         568,815         I         By Partr	_				G(3)		1,998			568,815	I	By Family Partnership			
Partr							1,998					By Family Partnership			
Class A Special Common Stock 1/13/00 G(3) 1,998 D 0 I By Partr	Class A Specia	l Common Stock		1/13/00		G(3)		1,998	D		0	I	By Family Partnership		

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

## 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/Year)	3A. Deemed Execution Date, if any (Month/	4. Transaction Code (Instr. 8)		ative Secu Acquired	6Diorite-Exer ritiesd Expira (A)Date of (IM)onth/Dand 5)	ation	7. Title and Underlyin (Instr. 3 a	ng Securities	Deriv- ative Security		10. Owner ship Form Deriv- ative
	vative Security		Day/ Year)	Code	V	(A) (D)(1)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares (1)	(Instr. 5)	ficially Owned Following Reported Trans- action(s) (Instr. 4)	Securit Direct (D) or Indirec (I) (Instr.
Option to Purchase Class A Special Common Stock	\$6.0417	11/18/02		D		748,634	Immediately	7/06/2003	Class A Special Common Stock	748,634	(1)	0	D
Option to Purchase Class A Special Common Stock	\$9.5625	11/18/02		D		561,658	Immediately	7/06/2003	Class A Special Common Stock	561,658	(1)	0	D
Option to Purchase Class A Special Common Stock	\$9.1875	11/18/02		D		88,056	Immediately	2/05/2007	Class A Special Common Stock	88,056	(1)	0	D
Option to Purchase Class A Special Common Stock	\$16.4313	11/18/02		D		7,188	Immediately	1/09/2003	Class A Special Common Stock	7,188	(1)	0	D
Option to Purchase Class A Special Common Stock	\$14.9375	11/18/02		D		127,422	(4)	1/09/2008	Class A Special Common Stock	127,422	(1)	0	D
Option to Purchase Class A Special Common Stock	\$18.6313	11/18/02		D		576	Immediately	6/16/2003	Class A Special Common Stock	576	(1)	0	D
Option to Purchase Class A Special Common Stock	\$16.9375	11/18/02		D		999,424	(5)	6/16/2008	Class A Special Common Stock	999,424	(1)	0	D
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02		D		247,210	(6)	5/03/2009	Class A Special Common Stock	247,210	(1)	0	D
Option to Purchase Class A Special Common Stock	\$36.1281	11/18/02		D		2,790	(7)	5/03/2004	Class A Special Common Stock	2,790	(1)	0	D
Option to Purchase Class A Special Common Stock	\$42.3500	11/18/02		D		2,835	(8)	3/30/2005	Class A Special Common Stock	2,835	(1)	0	D
Option to Purchase Class A Special Common Stock	\$38.5000	11/18/02		D		247,165	(9)	3/30/2010	Class A Special Common Stock	247,165	(1)	0	D
Option to Purchase Class A Special Common Stock	\$42.5563	11/18/02		D		2,584	3/26/2005	3/26/2006	Class A Special Common Stock	2,584	(1)	0	D
	\$38.6875	11/18/02		D			(10)			497,416	(1)	0	D

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Option to Purchase Class A Special Common Stock				497,416		3/26/2011	Class A Special Common Stock				
Option to Purchase Class A Special Common Stock	\$40.6670	11/18/02	D	2,704	1/30/2006	7/30/2006	Class A Special Common Stock	2,704	(1)	0	D
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02	D	597,296	(11)	7/30/2011	Class A Special Common Stock	597,296	(1)	0	D
Option to Purchase Class A Special Common Stock	\$35.4900	11/18/02	D	600,000	(12)	1/24/2012	Class A Special Common Stock	600,000	(1)	0	D

Explanation of Responses:

- (1) Pursuant to the merger agreement among the Issuer, AT&T Comcast Corporation (to be named Comcast Corporation, "Parent") and others, the Issuer will become a wholly-owned subsidiary of Parent (the "Merger") and will cease to have registered securities. See the Form 4 to be filed by the Reporting Person with respect to securities of Parent acquired by such Reporting Person as a result of the Merger.
- (2) The Form 4 filed by the Reporting Person for June 2002 (filed on July 2, 2002) inadvertently reported an additional 2,187 shares of Class A Special Common Stock as part of the aggregate number of shares owned indirectly by family partnerships.
- (3) Gifts of interests in four LLCs, each of which is the general partner of four family limited partnerships and with respect to each of which the Reporting Person was the majority member. Following the January 13, 2000 gift of the LLC interests, the Reporting Person no longer owned a majority of each of the four LLCs.
- (4) 99,422 shares are immediately exercisable and 28,000 shares are exercisable on 1/09/2003.
- (5) 799,424 shares are immediately exercisable and 200,000 shares are exercisable on 6/16/2003.
- (6) 149,977 shares are immediately exercisable; 47,233 shares are exercisable on 5/03/2003; and 50,000 shares are exercisable on 5/03/2004.
- (7) 23 shares are immediately exercisable and 2,767 shares are exercisable on 5/03/2003.
- (8) 2 shares are immediately exercisable; 236 shares are exercisable on 3/30/2003; and 2,597 shares are exercisable on 3/30/2004.
- (9) 99,998 shares are immediately exercisable; 49,764 shares are exercisable on 3/30/2003; 47,403 shares are exercisable on 3/30/2004; and 50,000 shares are exercisable on 3/30/2005.
- (10) 200,000 shares are exercisable on 3/26/2003; 100,000 shares are exercisable on 3/26/2004; 97,416 shares are exercisable on 3/26/2005; and 100,000 shares are exercisable on 3/26/2006.
- (11) 181,000 shares are exercisable on 7/30/2003; 90,500 shares are exercisable on each of 7/30/2004 and 7/30/2005; 87,796 shares are exercisable on 7/30/2006; and 29,500 shares are exercisable on each of 7/30/2007, 7/30/2008, 7/30/2009, 7/30/2010 and 1/30/2011.
- (12) 182,500 shares are exercisable on 1/24/2004; 91,250 shares are exercisable on each of 1/24/2005, 1/24/2006 and 1/24/2007; and 28,750 shares are exercisable on each of 1/24/2008, 1/24/2009, 1/24/2011 and 7/24/2011.

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/s/ Ralph J. Roberts	November 18, 2002
** Signature of Reporting Person	Date
Ralph J. Roberts	

\*\* 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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