COMCAST CORP Form 4 November 18, 2002

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FORM	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB APPROVAL					
4	CT A TEMENI														
Check this box if no longer subject to Section 16. Form 4 or x Form 5 obligations may continue. See Instruction 1(b).	Section	suant to Section 17(a) of the Pul	16(a) of the	e Securities Excha Holding Company nent Company Act	ange Act of 19	of 1	934,		OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response0.5						
(Print or Type Responses)															
1. Name and A	Address of Reporting Person	on*	2. Issuer Na	ame and Ticker or	Trading S	Syn	nbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Alchin	John	R.	Comca	ast Corporation: C	MCSA aı	nd (	CMCSK	o Director o 10% Owner x Officer o Other (specify below)							
(Last)	(First)		3. I.R.S. Ide	entification of Reporting			Statement for Month/Day/Ye	ar	(give title below)						
Comcast Corp		Person, if an entity (Voluntary)  November 18,						Executive Vice President, Treasurer and Co-Chief Financial Officer							
Philadelphia	(Street)								7ofndividual or Joint/Group Filing y/Y@mcck 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	on-Deriva	tiv	e Securities A	equir	red, Dispos	ed of, or Beneficial	lly Owned				
1. Title of Secu (Instr. 3)	rity	2. Trans- action Date (Month/	2A. Deemed Execution Date, if any (Month/ Day/	3. Transaction Code (Instr.		4. Securities A or Disposed (Instr. 3, 4 and	of (I	<b>)</b> )	5. Amount of Securities Beneficially Owned Following	6. Owner- ship Form: Direct (D) or	7. Nature of Indirect Benefic Owner-				
			Day/ Year)	Year)	Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	Indirect (I)	ship (Instr. 4			
	al Common Stock		11/18/02		D		111,566.9593	D	(1)	0	D				
Class A Specia	al Common Stock		11/18/02		D		29.2320	D	(1)	0	I	By 401( Plan			
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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)	2. Conversion or Exercise Price of Deri-	3. Trans- action Date (Month/ Day/	3A. Deemed Execution Date, if any (Month/	4. Transaction Code (Instr. 8)		A D	ative Secur Acquired (	f (DMonth/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Security	9. Number of Derivative Securities Bene-	ativ
	vative Security	Year)	Day/ Year)	Code	V	(A)	(D)(1)	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	\$6.0417	11/18/02		D			16,551	Immediately	1/06/2003	Class A Special Common Stock	16,551	(1)	0	
Option to Purchase Class A Special Common Stock	\$6.0417	11/18/02		D			1,449	Immediately	7/06/2003	Class A Special Common Stock	1,449	(1)	0	j
Option to Purchase Class A Special Common Stock	\$10.5834	11/18/02		D			11,100	(2)	1/10/2004	Class A Special Common Stock	11,100	(1)	0	Ţ
Option to Purchase Class A Special Common Stock	\$10.5834	11/18/02		D			23,588	Immediately	7/10/2004	Class A Special Common Stock	23,588	(1)	0	
Option to Purchase Class A Special Common Stock	\$10.5834	11/18/02		D			37,312	(3)	7/10/2004	Class A Special Common Stock	37,312	(1)	0	
Option to Purchase Class A Special Common Stock	\$9.5625	11/18/02		D			1,158	Immediately	7/06/2003	Class A Special Common Stock	1,158	(1)	0	
Option to Purchase Class A Special Common Stock	\$9.5625	11/18/02		D			57,236	Immediately	7/10/2004	Class A Special Common Stock	57,236	(1)	0	
Option to Purchase Class A Special Common Stock	\$9.5625	11/18/02		D			29,832	(4)	7/10/2004	Class A Special Common Stock	29,832	(1)	0	
Option to Purchase Class A Special Common Stock	\$7.5000	11/18/02		D			13,332	1/13/2004	1/13/2005	Class A Special Common Stock	13,332	(1)	0	
Option to Purchase Class A Special Common Stock	\$7.5000	11/18/02		D			447,823	(5)	7/13/2005	+	447,823	(1)	0	
Option to Purchase Class A Special Common Stock	\$9.1875	11/18/02		D			87,500	Immediately	2/05/2007	Class A Special Common Stock	87,500	(1)	0	
Option to Purchase Class A Special Common Stock	\$14.9375	11/18/02		D			87,500	(6)	1/09/2008		87,500	(1)	0	
	\$16.9375	11/18/02		D			250,000	(7)	6/16/2008	+	250,000	(1)	0	

Option to Purchase Class A Special Common Stock							Class A Special Common Stock				
Option to Purchase Class A Special Common Stock	\$16.9375	11/18/02	D	17,712	(8)	6/16/2008	Class A Special Common Stock	17,712	(1)	0	
Option to Purchase Class A Special Common Stock	\$16.9375	11/18/02	D	232,288	(9)	6/16/2008	Class A Special Common Stock	232,288	(1)	0	
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02	D	41,250	(10)	5/03/2009	Class A Special Common Stock	41,250	(1)	0	
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02	D	3,044	5/03/2008	5/03/2009	Class A Special Common Stock	3,044	(1)	0	
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02	D	30,706	(11)	5/03/2009	Class A Special Common Stock	30,706	(1)	0	
Option to Purchase Class A Special Common Stock	\$37.5625	11/18/02	D	2,662	6/02/2009	6/02/2010	Class A Special Common Stock	2,662	(1)	0	
Option to Purchase Class A Special Common Stock	\$37.5625	11/18/02	D	597,338	(12)	6/02/2010	Class A Special Common Stock	597,338	(1)	0	
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02	D	5,408	(13)	7/30/2011	Class A Special Common Stock	5,408	(1)	0	
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02	D	194,592	(14)	7/30/2011	Class A Special Common Stock	194,592	(1)	0	
Option to Purchase Class A Special Common Stock	\$35.4900	11/18/02	D	200,000	(15)	1/24/2012	Class A Special Common Stock	200,000	(1)	0	
Option to Purchase Class A Special Common Stock	\$23.8400	11/18/02	D	105,806	(16)	10/28/2012		105,806	(1)	0	
Option to Purchase Class A Special Common Stock	\$23.8400	11/18/02	D	4,194	4/28/2012	10/28/2012	Class A Special Common Stock	4,194	(1)	0	

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) 1,652 shares are immediately exercisable and 9,448 shares are exercisable on 1/10/2003.
- (3) 22,760 shares are immediately exercisable; 2,552 shares are exercisable on 1/10/2003; and 12,000 shares are exercisable on 7/10/2003.
- (4) 18,196 shares are immediately exercisable; 2,042 shares are exercisable on 1/10/2003; and 9,594 shares are exercisable on 7/10/2003.
- (5) 281,155 shares are immediately exercisable; 60,000 shares are exercisable on 1/13/2003; 46,668 shares are exercisable on 1/13/2004; and 60,000 shares are exercisable on 7/13/2004.
- (6) 70,000 shares are immediately exercisable and 17,500 shares are exercisable on 1/09/2003.
- (7) 200,000 shares are immediately exercisable and 50,000 shares are exercisable on 6/16/2003.
- (8) 5,904 shares are exercisable on each of 6/16/2005, 6/16/2006 and 6/16/2007.

- (9) 100,000 shares are immediately exercisable; 25,000 shares are exercisable on each of 6/16/2003 and 6/16/2004; 57,288 shares are exercisable on 6/16/2007; and 25,000 shares are exercisable on 12/16/2007.
- (10) 24,750 shares are immediately exercisable and 8,250 shares are exercisable on each of 5/3/2003 and 5/03/2004.
- (11) 10,125 shares are immediately exercisable; 3,375 shares are exercisable on each of 5/03/2003, 5/03/2004, 5/03/2005, 5/03/2006 and 5/03/2007; 331 shares are exercisable on 5/03/2008; and 3,375 shares are exercisable on 11/03/2008.
- (12) 120,000 shares are immediately exercisable; 60,000 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; 57,338 shares are exercisable on 6/02/2009; and 60,000 shares are exercisable on 12/02/2009.
- (13) 2,704 shares are exercisable on each of 7/30/2010 and 1/30/2011.
- (14) 61,000 shares are exercisable on 7/30/2003; 30,500 shares are exercisable on each of 7/30/2004, 7/30/2005 and 7/30/2006; 9,500 shares are exercisable on each of 7/30/2007, 7/30/2008 and 7/30/2009; and 6,796 shares are exercisable on each of 7/30/2010 and 7/30/2011.
- (15) 62,500 shares are exercisable on 1/24/2004; 31,250 shares are exercisable on each of 1/24/2005, 1/24/2006 and 1/24/2007; and 8,750 shares are exercisable on each of 1/24/2008, 1/24/2009, 1/24/2010, 1/24/2011 and 7/24/2011.
- (16) 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; 4,250 shares are exercisable on each of 10/28/2008, 10/28/2009, 10/28/2010 and 10/28/2011; and 56 shares are exercisable on 4/28/2012.

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/s/ John R. Alchin	November 18, 2002
** Signature of Reporting Person	Date
John R. Alchin	

\*\* 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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