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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 Derivative Security | 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 (A) or Disposed of (D) (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 Form: Derivative Security (D) or Indirect (I) (Instr. 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---------|--|------------------|---|---------|--|--|--|
|   |  |                                      |  | Code                           | V | (A)  | (D)     | (1)  | Date Exercisable | Expiration Date   | Title   |  |  |  |
| Option to Purchase Class A Special Common Stock | \$23.8400  | 11/18/02                             |  | D                              |   |  | 37,746  | (2)  | 7/01/2012        | Class A Special Common Stock                                  | 37,746  | (1)  | 0  | D  |
| Option to Purchase Class A Special Common Stock | \$23.8400  | 11/18/02                             |  | D                              |   |  | 462,254 | (3)  | 7/01/2012        | Class A Special Common Stock                                  | 462,254 | (1)  | 0  | D  |
| Option to Purchase Class A Special Common Stock | \$23.8400  | 11/18/02                             |  | D                              |   |  | 110,000 | (4)  | 10/28/2012       | Class A Special Common Stock                                  | 110,000 | (1)  | 0  | D  |
|   |  |                                      |  |                                |   |  |         |  |                  |   |         |  |  |  |
|   |  |                                      |  |                                |   |  |         |  |                  |   |         |  |  |  |
|   |  |                                      |  |                                |   |  |         |  |                  |   |         |  |  |  |
|   |  |                                      |  |                                |   |  |         |  |                  |   |         |  |  |  |
|   |  |                                      |  |                                |   |  |         |  |                  |   |         |  |  |  |
|   |  |                                      |  |                                |   |  |         |  |                  |   |         |  |  |  |

Explanation of Responses:

- 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.
- 4,194 shares are exercisable on each of 7/01/2004, 7/01/2005, 7/01/2006, 7/01/2007, 7/1/2008, 7/01/2009, 7/01/2010, 7/01/2011 and 1/01/2012.
- 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.
- 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

November 18, 2002

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\*\* Signature of Reporting Person  
David L. Cohen

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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.

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