

COMCAST CORP  
Form 4  
November 18, 2002

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| <p><b>FORM 4</b></p> <p>Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p> | <p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br/>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br/>Section 17(a) of the Public Utility Holding Company Act of 1935 or<br/>Section 30(h) of the Investment Company Act of 1940</p> | <p style="text-align: center;">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287<br/>Expires: January 31, 2005<br/>Estimated average burden hours per response.....0.5</p> |
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|   |  |   |
|---|--|---|
| <p>1. Name and Address of Reporting Person*</p> <p>Wang Stanley L.<br/>(Last) (First) (Middle)</p> <p>Comcast Corporation<br/>1500 Market Street<br/>(Street)</p> <p>Philadelphia PA 19102<br/>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p style="text-align: center;">Comcast Corporation: CMCSA and CMCSK</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)<br/>(give title below)</p> <p style="text-align: center;">Executive Vice President<br/>Law and Administration and Secretary</p> |
|   | <p>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</p>                                       | <p>4. Statement for Month/Day/Year</p> <p style="text-align: center;">November 18, 2002</p>   |
|   |  | <p>5. If Amendment, Date of Original (Month/Day/Year)</p> <p><input type="checkbox"/> Individual or Joint/Group Filing<br/><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p>   |

**Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Class A Common Stock            | 11/18/02                             |  | D                              |   | 21,571  | D          | (1)   | 0   | D  |   |
| Class A Special Common Stock    | 11/18/02                             |  | D                              |   | 108,567.903   | D          | (1)   | 0   | D  |   |
| Class A Special Common Stock    | 11/18/02                             |  | D                              |   | 29.218  | D          | (1)   | 0   | I  | By 401(k) Plan  |
|                                 |                                      |  |                                |   |   |            |       |   |  |   |
|                                 |                                      |  |                                |   |   |            |       |   |  |   |
|                                 |                                      |  |                                |   |   |            |       |   |  |   |
|                                 |                                      |  |                                |   |   |            |       |   |  |   |
|                                 |                                      |  |                                |   |   |            |       |   |  |   |
|                                 |                                      |  |                                |   |   |            |       |   |  |   |
|                                 |                                      |  |                                |   |   |            |       |   |  |   |

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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 | 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 Form of Derivative Security (Direct (D) or Indirect (I)) (Instr. 4) |
|---|--|--------------------------------------|--|--------------------------------|---|---|--------|--|-----------------|---|--------------------------------|--|--|---|
|   |  |                                      |  | Code                           | V | (A)   | (D)(1) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares (1) |  |  |   |
| Option to Purchase Class A Special Common Stock | \$6.0417   | 11/18/02                             |  | D                              |   | 22,158  |        | Immediately  | 1/06/2003       | Class A Special Common Stock                                  | 22,158                         | (1)  | 0  | D   |
| Option to Purchase Class A Special Common Stock | \$6.0417   | 11/18/02                             |  | D                              |   | 7,842   |        | Immediately  | 7/06/2003       | Class A Special Common Stock                                  | 7,842                          | (1)  | 0  | D   |
| Option to Purchase Class A Special Common Stock | \$10.5834  | 11/18/02                             |  | D                              |   | 14,986  |        | Immediately  | 1/10/2004       | Class A Special Common Stock                                  | 14,986                         | (1)  | 0  | D   |
| Option to Purchase Class A Special Common Stock | \$10.5834  | 11/18/02                             |  | D                              |   | 15,470  | (2)    |  | 1/10/2004       | Class A Special Common Stock                                  | 15,470                         | (1)  | 0  | D   |
| Option to Purchase Class A Special Common Stock | \$10.5834  | 11/18/02                             |  | D                              |   | 43,678  |        | Immediately  | 7/10/2004       | Class A Special Common Stock                                  | 43,678                         | (1)  | 0  | D   |
| Option to Purchase Class A Special Common Stock | \$10.5834  | 11/18/02                             |  | D                              |   | 15,866  | (3)    |  | 7/10/2004       | Class A Special Common Stock                                  | 15,866                         | (1)  | 0  | D   |
| Option to Purchase Class A Special Common Stock | \$9.5625   | 11/18/02                             |  | D                              |   | 12,956  | (4)    |  | 7/10/2004       | Class A Special Common Stock                                  | 12,956                         | (1)  | 0  | D   |
| Option to Purchase Class A Special Common Stock | \$9.5625   | 11/18/02                             |  | D                              |   | 35,666  |        | Immediately  | 7/10/2004       | Class A Special Common Stock                                  | 35,666                         | (1)  | 0  | D   |
| Option to Purchase Class A Special Common Stock | \$9.5625   | 11/18/02                             |  | D                              |   | 6,404   |        | Immediately  | 7/06/2003       | Class A Special Common Stock                                  | 6,404                          | (1)  | 0  | D   |
| 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  | D   |
| Option to Purchase Class A Special Common Stock | \$7.5000   | 11/18/02                             |  | D                              |   | 186,668   | (5)    |  | 7/13/2005       | Class A Special Common Stock                                  | 186,668                        | (1)  | 0  | D   |
| Option to Purchase Class A Special Common Stock | \$9.1875   | 11/18/02                             |  | D                              |   | 52,500  |        | Immediately  | 2/05/2007       | Class A Special Common Stock                                  | 52,500                         | (1)  | 0  | D   |
|   | \$14.9375  | 11/18/02                             |  | D                              |   | 52,500  | (6)    |  |                 |   | 52,500                         | (1)  | 0  | D   |

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|   |           |          |  |   |  |         |           |           |                              |         |     |   |   |
|---|-----------|----------|--|---|--|---------|-----------|-----------|------------------------------|---------|-----|---|---|
| Option to Purchase Class A Special Common Stock |           |          |  |   |  |         |           | 1/09/2008 | Class A Special Common Stock |         |     |   |   |
| Option to Purchase Class A Special Common Stock | \$16.9375 | 11/18/02 |  | D |  | 125,000 | (7)       | 6/16/2008 | Class A Special Common Stock | 125,000 | (1) | 0 | D |
| 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 | D |
| Option to Purchase Class A Special Common Stock | \$16.9375 | 11/18/02 |  | D |  | 107,288 | (9)       | 6/16/2008 | Class A Special Common Stock | 107,288 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$32.8437 | 11/18/02 |  | D |  | 28,750  | (10)      | 5/03/2009 | Class A Special Common Stock | 28,750  | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$32.8437 | 11/18/02 |  | D |  | 3,044   | (11)      | 5/03/2009 | Class A Special Common Stock | 3,044   | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$32.8437 | 11/18/02 |  | D |  | 18,206  | (12)      | 5/03/2009 | Class A Special Common Stock | 18,206  | (1) | 0 | D |
| 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 | D |
| Option to Purchase Class A Special Common Stock | \$37.5625 | 11/18/02 |  | D |  | 197,338 | (13)      | 6/02/2010 | Class A Special Common Stock | 197,338 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$36.9700 | 11/18/02 |  | D |  | 5,408   | (14)      | 7/30/2011 | Class A Special Common Stock | 5,408   | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$36.9700 | 11/18/02 |  | D |  | 94,592  | (15)      | 7/30/2011 | Class A Special Common Stock | 94,592  | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$35.4900 | 11/18/02 |  | D |  | 100,000 | (16)      | 1/24/2012 | Class A Special Common Stock | 100,000 | (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. As a result of the Merger, the Reporting Person will receive securities of Parent in exchange for his Issuer securities. The Reporting Person will not be a Reporting Person with respect to Parent.
- (2) 6,022 shares are immediately exercisable; 9,000 shares are exercisable on 1/10/2003; and 448 shares are exercisable on 7/10/2003.
- (3) 7,314 shares are immediately exercisable and 8,552 shares are exercisable on 7/10/2003.
- (4) 5,972 shares are immediately exercisable and 6,984 shares are exercisable on 7/10/2003.
- (5) 140,000 shares are immediately exercisable; 20,000 shares are exercisable on 1/13/2003; 6,668 shares are exercisable on 1/13/2004; and 20,000 shares are exercisable on 7/13/2004.
- (6) 42,000 shares are immediately exercisable and 10,500 shares are exercisable on 1/9/2003.
- (7) 100,000 shares are immediately exercisable and 25,000 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) 50,000 shares are immediately exercisable; 12,500 shares are exercisable on each of 6/16/2003 and 6/16/2004; 19,788 shares are exercisable on 6/16/2007; and 12,500 shares are exercisable on 12/16/2007.
- (10) 17,250 shares are immediately exercisable; 5,750 shares are exercisable on each of 5/03/2003 and 5/03/2004.

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- (11) 2,125 shares are exercisable on 5/03/2008 and 919 shares are exercisable on 11/03/2008.
- (12) 6,375 shares are immediately exercisable; 2,125 shares are exercisable on each of 5/03/2003, 5/03/2004, 5/03/2005, 5/03/2006 and 5/03/2007; and 1,206 shares are exercisable on 11/03/2008.
- (13) 40,000 shares are immediately exercisable; 20,000 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; 17,338 shares are exercisable on 6/02/2009; and 20,000 shares are exercisable on 12/02/2009.
- (14) 2,704 shares are exercisable on each of 7/30/2010 and 1/30/2011.
- (15) 31,000 shares are exercisable on 7/30/2003; 15,500 shares are exercisable on each of 7/30/2004, 7/30/2005 and 7/30/2006; 4,500 shares are exercisable on each of 7/30/2007, 7/30/2008 and 7/30/2009; and 1,796 shares are exercisable on each of 7/30/2010 and 7/30/2011.
- (16) 32,500 shares are exercisable on 1/24/2004; 16,250 shares are exercisable on each of 1/24/2005, 1/24/2006 and 1/24/2007; and 3,750 shares are exercisable on each of 1/24/2008, 1/24/2009, 1/24/2010, 1/24/2011 and 7/24/2011.

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/s/ Stanley L. Wang

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November 18, 2002

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\*\* Signature of Reporting Person  
Stanley L. Wang

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