



Edgar Filing: COMCAST CORP - Form 4

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 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)		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 Indefinite (I) (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option to Purchase Class A Common Stock	\$25.0000	11/20/02		A		2,364,000		(2)	11/20/2012	Class A Common Stock	2,364,000		2,364,000	D
Option to Purchase Class A Common Stock	\$25.0000	11/20/02		A		36,000		(3)	11/20/2012	Class A Common Stock	36,000		36,000	D
	(4)					(4)					(4)			

Explanation of Responses:

- (1) Shares were acquired pursuant to the merger (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) 716,000 shares are exercisable on 11/20/2004; 356,000 shares are exercisable on each of 11/20/2005, 11/20/2006 and 11/20/2007; 116,000 shares are exercisable on each of 11/20/2008, 11/20/2009, 11/20/2010, 11/20/2011 and 5/20/2012.
- (3) 4,000 shares are exercisable on each of 11/20/2004, 11/20/2005, 11/20/2006, 11/20/2007, 11/20/2008, 11/20/2009, 11/20/2010, 11/20/2011 and 5/20/2012.
- (4) With respect to equity awards converted in the Merger, the Reporting Person will file an amendment to this Form 4 when all variables necessary to calculate the conversions are known.

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/s/ C. Michael Armstrong

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November 20, 2002

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\*\* Signature of Reporting Person  
C. Michael Armstrong

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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