COMCAST CORP
Form S-8
September 09, 2002

As Filed with the Securities and Exchange Commission on September 9, 2002

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

COMCAST CORPORATION
(Exact name of registrant as specified in charter)

Pennsylvania	23-1709202
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1500 Market Street
Philadelphia, PA 19102-2148
(Address of principal executive offices)

COMCAST CORPORATION 1996 STOCK OPTION PLAN

(Full title of the plan)

Arthur R. Block
Senior Vice President and General Counsel
Comcast Corporation
1500 Market Street
Philadelphia, Pennsylvania 19102-2148
(Name and address of agent for service)

(215) 665-1700
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)
Class A Special Common Stock, par value $1.00 per share	11,665,016	$ 33.63	$ 392,294,488
	13,334,984	$ 22.095	$ 294,636,471
TOTAL	25,000,000		$ 686,930,959

(1) Pursuant to Rule 416(b), there shall also be deemed covered hereby such additional shares as may result from anti-dilution adjustments under the Comcast Corporation 1996 Stock Option Plan (the "Plan") hereinafter be offered or issued to prevent dilution resulting from stock splits, stock dividends, recapitalizations or certain other capital adjustments.

(2) Estimated pursuant to paragraph (h) of Rule 457 solely for the purpose of calculating the registration fee on the basis of: (i) the weighted average of the option exercise price with respect to outstanding options to purchase 11,665,016 shares and (ii) the average of the high and low sales prices of shares of Class A Special Common Stock on the Nasdaq National Market on September 5, 2002 with respect to the 13,334,984 shares subject to future grant under the Plan.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed in order to register 25,000,000 additional shares of Class A Special Common Stock, par value $1.00 per share ("Common Stock") of Comcast Corporation (the "Company"), with respect to the currently effective Registration Statements on Form S-8 of the Company relating to a certain employee benefit plan of the Company.

The contents of the Registration Statements on Form S-8 as filed July 22, 1996, Registration No. 333-08577 and September 7, 2001, Registration Statement No. 333-69146 as the same may be hereafter amended, are incorporated by reference into this Registration Statement, with the exception of the Comcast Corporation annual financial statements for the year ended December 31, 2001 and Independent Auditors' Report which are included as Exhibit 99.1 herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit Number	Exhibit
4.1	Comcast Corporation 1996 Stock Option Plan (as amended and restated, effective April 29, 2002).
5.1	Opinion of Pepper Hamilton LLP.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Pepper Hamilton LLP (included in Exhibit 5.1 hereto).
24.1	Power of Attorney (included on signature page).
99.1	Comcast Corporation annual financial statements for the year ended December 31, 2001 and Independent Auditors' Report.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Philadelphia, Pennsylvania, on September 9, 2002.

COMCAST CORPORATION

By: /s/ Lawrence J. Salva

Lawrence J. Salva
Senior Vice President
(Principal Accounting Officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Ralph J. Roberts, Brian L. Roberts, John R. Alchin, Stanley Wang, Lawrence J. Salva and Arthur R. Block, and each or any of them, his/her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their, his/her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Ralph J. Roberts --- Ralph J. Roberts	Chairman of the Board of Directors; Director	Sept
/s/ Julian A. Brodsky --- Julian A. Brodsky	Vice Chairman of the Board of Directors; Director	Sept
/s/ Brian L. Roberts --- Brian L. Roberts	President; Director (Principal Executive Officer)	Sept
/s/ John R. Alchin --- John R. Alchin	Executive Vice President; Treasurer (Co-Principal Financial Officer)	Sept
/s/ Lawrence S. Smith --- Lawrence S. Smith	Executive Vice President (Co-Principal Financial Officer)	Sept

/s/ Lawrence J. Salva Lawrence J. Salva	Senior Vice President (Principal Accounting Officer)	Sept
/s/ Decker Anstrom Decker Anstrom	Director	Sept
/s/ Sheldon M. Bonovitz Sheldon M. Bonovitz	Director	Sept
/s/ Joseph L. Castle II Joseph L. Castle II	Director	Sept
_____ Felix G. Rohatyn	Director	
/s/ Bernard C. Watson Bernard C. Watson	Director	Sept
/s/ Irving A. Wechsler Irving A. Wechsler	Director	Sept
_____ Anne Wexler	Director	

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