COMCAST CORP Form 4 November 18, 2002

ORIV.	UNITED STAT	ES SECUR W	ION	OMB APPROVAL								
Check this box if no longer subject to Section 16. Form 4 or x Form 5 obligations may continue. See Instruction 1(b).		ursuant to Section on 17(a) of the Pu	n 16(a) of the Iblic Utility I	e Securities Excha Holding Company ent Company Act	ange Act o	O E E	MB Number: 3235-0287 spires: January 31, 2005 timated average burden urs per response					
(Print or Type Responses)	11 CD C D	3 -	b i N	177' 1	T. 1' (2			C D L C	1: CD .: D	· · · · · · · · · · · · · · · · · · ·	
1. Name and A	Address of Reporting Per	2. Issuer Na	ime and Ticker or	Trading S		onship of Reporting P k all applicable)	erson(s) to Is	ssuer				
Rohatyn	Felix	G.	Comcast Corporation: CMCSA and CMCSK x Director o 10% Owner o Officer o Other (specify below								alaw)	
(Last) 810 Fifth Aver	(First)							(giv	e title below)	ner (specify t	oeiow)	
New York	(Street)	5. If Amendmen t , I Dadd Original (Month/ (Dh x F						th (Dhyc) x For	evoidual or Joint/Group Filing age/Keapplicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								d	
1. Title of Secu (Instr. 3)	rity		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Transaction Code (Instr.)	8)	or Dis	(A)	d of (D) and 5)	(A5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)
Class A Specia	l Common Stock		11/18/02		D		3,000	D	(1)	0	D	
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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														1
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Deri-	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)		a A L	tive Sec Acquired Disposed	of DatevExercisable urities Expiration (A)aoc of MDonth/Day/Year) 4 and 5)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number of Derivative Securities Bene-	10. Owner- ship Form of Deriv- ative
	vative Security			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)	Securitic Direct (D) or Indirect (I) (Instr. 4
Option to Purchase Class A Special Common Stock	\$41.1250	11/18/02		D			9,000	Immediately	1/09/2006	Class A Special Common Stock	9,000	(1)	0	D
Option to Purchase Class A Special Common Stock	\$35.5300	11/18/02		D			5,400	Immediately	2/01/2007	Class A Special Common Stock	5,400	(1)	0	D
	1													
			1	I	1	1	1	1			1			1

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.

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/s/ Felix G. Rohatyn	November 18, 2002
** Signature of Reporting Person	Date
Felix G. Rohatyn	

** 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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