COMCAST CORP Form 4 November 18, 2002

FORM	UNITED STAT	N	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 blic Utility l	N BENEFIC e Securities Excha Holding Company nent Company Act	ange Act of 19	of 1	Expire Estima	MB Number: 3235-0287 xpires: January 31, 2005 stimated average burden ours per response0.5					
(Print or Type Responses) 1. Name and A	ddress of Reporting Per	rson*	2. Issuer Na	nme and Ticker or	Trading S	Syr	nbol			ship of Reporting Po	erson(s) to Is	ssuer	
Roberts (Last)	Ralph (First)	J. (Middle)	Comcast Corporation: CMCSA and CMCSK 3. I.R.S. Identification						(Check all applicable) x Director o 10% Owner x Officer o Other (specify below) (give title below)				
Comcast Corpo		Person, if an entity (Voluntary) November 18, 2002							Chairman				
Philadelphia	(Street)	Original (Month/Da							dudividual or Joint/Group Filing (MCNieak) Applicable Line) x Form filed by One Reporting Person o Form filed by More than One Reporting Person				
(City)	(State)	(Zip)		Table I Nor	ı-Derivat	ive	Securities A	cqu	ired, Dispo	sed of, or Benefici	ally Owned		
1. Title of Secur (Instr. 3)	rity	2. Trans- action Date (Month/	2A. Deemed Execution Date, if any (Month/	3. Trans- action Code (Instr.		4. Securities or Dispos (Instr. 3, 4	ed of	(D)	O) Securities		7. Nature of Indirect Beneficial Owner-		
		Day/ Year)	Day/ Year)	Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	ship (Instr. 4)		
Class A Specia	l Common Stock		11/18/02		D		5,777,563	D	(1)	0	D		
Class A Specia	l Common Stock	11/18/02		D		437,226(2)	D	(1)	0	I	By Family Partnerships		
Class A Comm		8/04/99		G(3)		1,998	D		568,815	I	By Family Partnerships		
	l Common Stock	8/04/99		G(3)		1,998	D		568,815	I	By Family Partnerships		
Class A Comm		1/13/00		G(3)		1,998	D		0	I	By Family Partnerships		
Class A Specia	l Common Stock		1/13/00		G(3)		1,998	D		0	I	By Family Partnerships	
			1	1	1	1	1	1	1	Ī		1	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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 Deri-	3. Trans- action Date (Month/ Day/	Execution Date, if	action Code	action		ntive Secu Acquired (Disposed (ritiæsd Expiration		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		of Deriv- ative Security	9. Number of Derivative Securities Beneficially	10. Owner ship Form of Derivative
	vative Security	Year)	Day/ Year)	Code	V		(D)(1)		Expiration Date	Title	Amount or Number of Shares (1)		ficially Owned Following Reported Trans- action(s) (Instr. 4)	Securit Direct (D) or Indirec (I) (Instr.
Option to Purchase Class A Special Common Stock	\$6.0417	11/18/02		D			748,634	Immediately	7/06/2003	Class A Special Common Stock	748,634	(1)	0	D
Option to Purchase Class A Special Common Stock	\$9.5625	11/18/02		D			561,658	Immediately	7/06/2003	Class A Special Common Stock	561,658	(1)	0	D
Option to Purchase Class A Special Common Stock	\$9.1875	11/18/02		D			88,056	Immediately	2/05/2007	Class A Special Common Stock	88,056	(1)	0	D
Option to Purchase Class A Special Common Stock	\$16.4313	11/18/02		D			7,188	Immediately	1/09/2003		7,188	(1)	0	D
Option to Purchase Class A Special Common Stock	\$14.9375	11/18/02		D			127,422	2 (4)	1/09/2008	Class A Special Common Stock	127,422	(1)	0	D
Option to Purchase Class A Special Common Stock	\$18.6313	11/18/02		D			576	Immediately	6/16/2003	Class A Special Common Stock	576	(1)	0	D
Option to Purchase Class A Special Common Stock	\$16.9375	11/18/02		D			999,424	(5)	6/16/2008	Class A Special Common Stock	999,424	(1)	0	D
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02		D			247,210	(6)	5/03/2009	Class A Special Common Stock	247,210	(1)	0	D
Option to Purchase Class A Special Common Stock	\$36.1281	11/18/02		D			2,790	(7)	5/03/2004		2,790	(1)	0	D
Option to Purchase Class A Special Common Stock	\$42.3500	11/18/02		D			2,835	(8)	3/30/2005		2,835	(1)	0	D
Option to Purchase Class A Special Common Stock	\$38.5000	11/18/02		D			247,165	(9)	3/30/2010		247,165	(1)	0	D
Option to Purchase Class A Special Common Stock	\$42.5563	11/18/02		D			2,584	3/26/2005	3/26/2006		2,584	(1)	0	D
<u> </u>	\$38.6875	11/18/02		D		\[\ '	<u> </u>	(10)	<u> </u>		497,416	(1)	0	D

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Option to Purchase Class A Special Common Stock				497,416		3/26/2011	Class A Special Common Stock				
Option to Purchase Class A Special Common Stock	\$40.6670	11/18/02	D	2,704	1/30/2006	7/30/2006	Class A Special Common Stock	2,704	(1)	0	D
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02	D	597,296	(11)	7/30/2011	Class A Special Common Stock	597,296	(1)	0	D
Option to Purchase Class A Special Common Stock	\$35.4900	11/18/02	D	600,000	(12)	1/24/2012	Class A Special Common Stock	600,000	(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. 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.
- (2) The Form 4 filed by the Reporting Person for June 2002 (filed on July 2, 2002) inadvertently reported an additional 2,187 shares of Class A Special Common Stock as part of the aggregate number of shares owned indirectly by family partnerships.
- (3) Gifts of interests in four LLCs, each of which is the general partner of four family limited partnerships and with respect to each of which the Reporting Person was the majority member. Following the January 13, 2000 gift of the LLC interests, the Reporting Person no longer owned a majority of each of the four LLCs.
- (4) 99,422 shares are immediately exercisable and 28,000 shares are exercisable on 1/09/2003.
- (5) 799,424 shares are immediately exercisable and 200,000 shares are exercisable on 6/16/2003.
- (6) 149,977 shares are immediately exercisable; 47,233 shares are exercisable on 5/03/2003; and 50,000 shares are exercisable on 5/03/2004.
- (7) 23 shares are immediately exercisable and 2,767 shares are exercisable on 5/03/2003.
- (8) 2 shares are immediately exercisable; 236 shares are exercisable on 3/30/2003; and 2,597 shares are exercisable on 3/30/2004.
- (9) 99,998 shares are immediately exercisable; 49,764 shares are exercisable on 3/30/2003; 47,403 shares are exercisable on 3/30/2004; and 50,000 shares are exercisable on 3/30/2005.
- (10) 200,000 shares are exercisable on 3/26/2003; 100,000 shares are exercisable on 3/26/2004; 97,416 shares are exercisable on 3/26/2005; and 100,000 shares are exercisable on 3/26/2006.
- (11) 181,000 shares are exercisable on 7/30/2003; 90,500 shares are exercisable on each of 7/30/2004 and 7/30/2005; 87,796 shares are exercisable on 7/30/2006; and 29,500 shares are exercisable on each of 7/30/2007, 7/30/2008, 7/30/2009, 7/30/2010 and 1/30/2011.
- (12) 182,500 shares are exercisable on 1/24/2004; 91,250 shares are exercisable on each of 1/24/2005, 1/24/2006 and 1/24/2007; and 28,750 shares are exercisable on each of 1/24/2008, 1/24/2009, 1/24/2011 and 7/24/2011.

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/s/ Ralph J. Roberts	November 18, 2002
** Signature of Reporting Person	Date
Ralph J. Roberts	

** 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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