COMCAST CORP
Form 8-K
December 20, 2001

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 19, 2001

Comcast Corporation

(Exact Name of Registrant as Specified in its Charter)

Pennsylvania	0-6983	23-1709202
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1500 Market Street Philadelphia, PA	19102-2148
(Address of Principal Executive Offices)	(Zip Code)

(215) 665-1700

(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

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ITEM 5. Other Events.

On December 19, 2001, Comcast Corporation, a Pennsylvania corporation ("Comcast"), and AT&T Corp., a New York corporation ("AT&T"), entered into an Agreement and Plan of Merger (the "Merger Agreement"), a copy of which is attached hereto as Exhibit 2.1.

A joint press release announcing the entering into of the Merger Agreement was issued on December 19, 2001. The information contained in the press release

is incorporated herein by reference. The press release is attached hereto as Exhibit 99.1.

ITEM 7(c). Exhibits.

Exhibit 2.1 Agreement and Plan of Merger dated as of December 19, 2001 by and among AT&T Corp., AT&T Broadband Corp., Comcast Corporation, AT&T Broadband Acquisition Corp., Comcast Acquisition Corp. and AT&T Comcast Corporation (Schedules and Exhibits omitted).

Exhibit 99.1 Joint Press Release dated December 19, 2001.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 20, 2001

COMCAST CORPORATION

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President

EXHIBIT INDEX

Exhibit No.	Description
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Exhibit 99.1	Joint Press Release dated December 19, 2001.