

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) | | | |
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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

November 20, 2002

** 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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