COMCAST CORP Form 4 November 20, 2002

FORM	UNITED STAT				NGE (CO	MMI	SS]	ION	OMD ADDI	OVAL			
4	Washington, D.C. 20549									OMB APPROVAL				
Check this box if no longer subject to Section 16. Form 4 or o Form 5 obligations may continue. See Instruction 1(b).	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940								OM Exp Estii	OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response0.5				
(Print or Type Responses)														
	Address of Reporting Pers	son*		ame and Ticker or					(Check al	hip of Reporting Poll applicable)		suer		
Armstrong	C.	Michael	Comcast							Director o 10% Owner Officer o Other (specify below) (give title below)				
(Last) Comcast Corp	(First)	3. I.R.S. Identification 4. Statement for Number of Reporting Month/Day/Year Person, if an entity (Voluntary) November							Chairman					
1500 Market S Philadelphia	(Street)	Original (Month(Dh) x F						nth (Dhy&KeA x Form f	widual or Joint/Group Filing (KeApplicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)		Table I Non-	Derivativ	e Sec	curities	Acq	uired, Disp	osed of, or Benefi	cially Owne	d		
1. Title of Secu (Instr. 3)	rity		2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Transaction Code (Instr.)	8)		pose 3, 4 (A)	d of (D) and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficia Owner- ship (Instr. 4)		
Class A Comn	non Stock		11/18/02		A	1	80,664	A	(1)	80,664	D D			
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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)

			Т	т										
1. Title of Derivative Security (Instr. 3)	e 2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/			ative Securi Acquired (A		f (D(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Security	9. Number of Derivative Securities Bene-	10. Owr ship Forn Deri ative
			Day/ Year)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		ficially Owned Following Reported Trans- action(s) (Instr. 4)	Secu Dire (D) (India (I) (Inst
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	Date
C Michael Armstrong	

** 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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