

COMCAST CORP
Form 4
November 20, 2002

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| FORM 4 | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 | OMB APPROVAL OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response.....0.5 |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). | | |
| (Print or Type Responses) | | |

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|----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person* Bonovitz Sheldon M. (Last) (First) (Middle) | 2. Issuer Name and Ticker or Trading Symbol Comcast Corporation (formerly named AT&T Corporation): CMCSA and CMCSK | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) (give title below) |
| Duane Morris & Heckscher One Liberty Place, 43rd Floor (Street) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | 4. Statement for Month/Day/Year November 20, 2002 |
| Philadelphia PA 19103 (City) (State) (Zip) | 5. If Amendment Original (Month/Day/Year) | 7. Individual or Joint/Group Filing (Check all applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-------------------------------------------------------------------|------------|-------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 11/18/02 | | A | | 3,019 | A | (1) | 3,019 | D | |
| Class A Common Stock | 11/18/02 | | A | | 6,425 | A | (1) | 6,425 | I | By Wife |
| Class A Common Stock | 11/18/02 | | A | | 2,636 | A | (1) | 2,636 | I | By Marital Trust |
| Class A Common Stock | 11/18/02 | | A | | 52 | A | (1) | 52 | I | By Family Partnership |
| Class A Special Common Stock | 11/18/02 | | A | | 39,388 | A | (1) | 39,388 | D | |
| Class A Special Common Stock | 11/18/02 | | A | | 4,498 | A | (1) | 4,498 | I | By Wife |
| Class A Special Common Stock | 11/18/02 | | A | | 112,528 | A | (1) | 112,528 | I | By Marital Trust |
| Class A Special Common Stock | 11/18/02 | | A | | 40,000 | A | (1) | 40,000 | I | By GRATs |

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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.

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 (Instr. 3, 4 and 5) | | 6. Date Exercisable or 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 of Derivative Securities (Direct (D) or Indirect (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 | | 7,500 | | 5/20/2003 | 11/20/2012 | Class A Common Stock | 7,500 | | 7,500 | D |
| | (2) | | | | | (2) | | | | | (2) | | | |
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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) 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/ Sheldon M. Bonovitz

November 20, 2002

** Signature of Reporting Person
Sheldon M. Bonovitz

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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