

COMCAST CORP
Form 4
November 18, 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* Burke Stephen B. (Last) (First) (Middle) Comcast Corporation 1500 Market Street (Street) Philadelphia PA 19102 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol Comcast Corporation: CMCSA and CMCSK 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 4. Statement for Month/Day/Year November 18, and 2002 5. If Amendment, Date of Original (Month/Day/Year) | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) (give title below) President -- Comcast Cable Communications, Inc. Executive Vice President -- Comcast Corporation Individual or Joint/Group Filing <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
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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 Special Common Stock | 11/18/02 | | D | | 10,928.3413 | D | (1) | 0 | D | |
| Class A Special Common Stock | 11/18/02 | | D | | 23,054.139 | D | (1) | 0 | I | By 401(k) Plan |
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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)

| 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 / Disposed of (Instr. 3, 4 and 5) | | 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 (Direct (D) or Indirect (I)) (Instr. 4) |
|---|--|--------------------------------------|--|--------------------------------|---|---|--------|--|-----------------|---|--------------------------------|--|--|---|
| | | | | Code | V | (A) | (D)(1) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares (1) | | | |
| Option to Purchase Class A Special Common Stock | \$17.3282 | 11/18/02 | | D | | 8,658 | (2) | 6/03/2008 | | Class A Special Common Stock | 8,658 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$17.0882 | 11/18/02 | | D | | 988,456 | (3) | 6/03/2008 | | Class A Special Common Stock | 988,456 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$17.3282 | 11/18/02 | | D | | 31,732 | (4) | 6/03/2008 | | Class A Special Common Stock | 31,732 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$17.0882 | 11/18/02 | | D | | 965,384 | (5) | 6/03/2008 | | Class A Special Common Stock | 965,384 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$32.8437 | 11/18/02 | | D | | 53,750 | (6) | 5/03/2009 | | Class A Special Common Stock | 53,750 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$32.8437 | 11/18/02 | | D | | 3,044 | | 5/03/2008 | 5/03/2009 | Class A Special Common Stock | 3,044 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$32.8437 | 11/18/02 | | D | | 43,206 | (7) | 5/03/2009 | | Class A Special Common Stock | 43,206 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$37.5625 | 11/18/02 | | D | | 2,662 | | 6/02/2009 | 6/02/2010 | Class A Special Common Stock | 2,662 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$37.5625 | 11/18/02 | | D | | 697,338 | (8) | 6/02/2010 | | Class A Special Common Stock | 697,338 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$38.4375 | 11/18/02 | | D | | 600,000 | (9) | 3/15/2010 | | Class A Special Common Stock | 600,000 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$36.9700 | 11/18/02 | | D | | 5,408 | (10) | 7/30/2011 | | Class A Special Common Stock | 5,408 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$36.9700 | 11/18/02 | | D | | 494,592 | (11) | 7/30/2011 | | Class A Special Common Stock | 494,592 | (1) | 0 | D |
| | \$34.9000 | 11/18/02 | | D | | | (12) | | | | 500,000 | (1) | 0 | D |

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|---|-----------|----------|--|---|--|---------|-----------|------------|------------------------------|---------|-----|---|---|
| Option to Purchase Class A Special Common Stock | | | | | | 500,000 | | 1/07/2012 | Class A Special Common Stock | | | | |
| Option to Purchase Class A Special Common Stock | \$35.4900 | 11/18/02 | | D | | 300,000 | (13) | 1/24/2012 | Class A Special Common Stock | 300,000 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$23.8400 | 11/18/02 | | D | | 395,806 | (14) | 10/28/2012 | Class A Special Common Stock | 395,806 | (1) | 0 | D |
| Option to Purchase Class A Special Common Stock | \$23.8400 | 11/18/02 | | D | | 4,194 | 4/28/2012 | 10/28/2012 | Class A Special Common Stock | 4,194 | (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) 5,772 shares are immediately exercisable and 2,886 shares are exercisable on 6/03/2003.
- (3) 791,342 shares are immediately exercisable and 197,114 shares are exercisable on 6/03/2003.
- (4) 5,768 shares are immediately exercisable; 2,884 shares are exercisable on 6/03/2003; 5,770 shares are exercisable on 6/03/2004; and 17,310 shares are exercisable on 6/03/2007.
- (5) 391,348 shares are immediately exercisable; 97,116 shares are exercisable on 6/03/2003; 376,920 shares are exercisable on 6/03/2007; and 100,000 shares are exercisable on 12/03/2007.
- (6) 32,250 shares are immediately exercisable and 10,750 shares are exercisable on each of 5/03/2003 and 5/03/2004.
- (7) 13,875 shares are immediately exercisable; 4,625 shares are exercisable on each of 05/03/2003, 05/03/2004, 05/03/2005, 05/03/2006 and 05/03/2007; 1,581 shares are exercisable on 5/03/2008; and 4,625 shares are exercisable on 11/03/2008.
- (8) 140,000 shares are immediately exercisable; 70,000 shares are exercisable on each of 6/02/2003, 6/02/2004, 6/02/2005, 6/02/2006, 6/02/2007 and 6/02/2008; 67,338 shares are exercisable on 6/02/2009; and 70,000 shares are exercisable on 12/02/2009.
- (9) 120,000 shares are immediately exercisable; 120,000 shares are exercisable on each of 3/15/2003 and 3/15/2004; and 240,000 shares are exercisable on 3/15/2005.
- (10) 2,704 shares are exercisable on each of 7/30/2010 and 1/30/2011.
- (11) 151,000 shares are exercisable on 7/30/2003; 75,500 shares are exercisable on each of 7/30/2004, 7/30/2005 and 7/30/2006; 24,500 shares are exercisable on each of 7/30/2007, 7/30/2008 and 7/30/2009; and 21,796 shares are exercisable on each of 7/30/2010 and 7/30/2011.
- (12) 151,000 shares are exercisable on 1/07/2004; 75,500 shares are exercisable on each of 1/07/2005, 1/07/2006 and 1/07/2007; and 24,500 shares are exercisable on each of 1/07/2008, 1/07/2009, 1/07/2010, 1/07/2011 and 7/07/2011.
- (13) 92,500 shares are exercisable on 1/24/2004; 46,250 shares are exercisable on each of 1/24/2005, 1/24/2006 and 1/24/2007; and 13,750 shares are exercisable on each of 1/24/2008, 1/24/2009, 1/24/2010, 1/24/2011 and 7/24/2011.
- (14) 122,500 shares are exercisable on 10/28/2004; 61,250 shares are exercisable on each of 10/28/2005, 10/28/2006 and 10/28/2007; 18,750 shares are exercisable on each of 10/28/2008, 10/28/2009, 10/28/2010 and 10/28/2011; and 14,556 shares are exercisable on 4/28/2012.

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/s/ Stephen B. Burke

November 18, 2002

** Signature of Reporting Person
Stephen B. Burke

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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