



FORM 3 (continued)

**Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                   | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Securities: Direct (D) or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|-----------------|---|-----------------------------------|--|--|--|
|   | Date Exercisable  | Expiration Date | Title   | Amount or Number of Shares<br>(1) |  |  |  |
|   |   |                 |   |                                   | (1)  |  |  |
|   |   |                 |   |                                   |  |  |  |
|   |   |                 |   |                                   |  |  |  |
|   |   |                 |   |                                   |  |  |  |
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|   |   |                 |   |                                   |  |  |  |
|   |   |                 |   |                                   |  |  |  |

Explanation of Responses:

- (1) Shares and options to purchase shares of Issuer common stock were acquired pursuant to the merger of each of Comcast Holdings Corporation (formerly named Comcast Corporation) and AT&T Broadband Corp. with wholly-owned subsidiaries of the Issuer. These acquisitions will be reported on Form 4 on November 20, 2002.

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/s/ Brian L. Roberts

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November 18, 2002

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\*\* Signature of Reporting Person  
Brian L. Roberts

Date

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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.