COMCAST CORP Form 4/A December 05, 2002

FORM 4	washington, D.C. 20349									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).	Filed pur Section	suant to Section 17(a) of the Pu	INGES IN BENEFICIAL OWNERSHIP In 16(a) of the Securities Exchange Act of 1934, ablic Utility Holding Company Act of 1935 or f the Investment Company Act of 1940							OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden nours per response					
(Print or Type Responses)	ddress of Reporting Perso	on*	2 Iccuar N	ame and Ticker or	Trading	Svr	mbal		6 Palation	ship of Reporting P	ercon(c) to Is	ocuar .			
Brodsky (Last) Comcast Corpo	Julian (First)	Comcast Corporation (formerly named AT&T Comcast						(Check a x Direct x Office (give t	(Check all applicable) x Director o 10% Owner x Officer o Other (specify below) (give title below) Vice Chairman						
1500 Market St Philadelphia	(Street)	Original (Month/Dee							addividual or Joint/Group Filing 原形ekrApplicable Line) x Form filed by One Reporting Person o Form filed by More than One Reporting Person						
(City)	(State)	19102 (Zip)		Table I Non	-Derivati	ve	Securities .	Acqı	iired, Dispo	osed of, or Benefic	ially Owned				
1. Title of Secur (Instr. 3)	ity		2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Transaction Code (Instr.		4. Securitie or Dispo (Instr. 3,	sed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)			
Class A Comm	on Stock		11/18/02		A		130,968	A	(1)	130,968	D				
Class A Specia	Common Stock	11/18/02		A		240,170	A	(1)	240,170	I	By GRATs				
Class A Specia	Common Stock		11/18/02		A		2,835,311	A	(1)	2,835,311	D				

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)	sion or Exercise Price of Deri-	3. Trans- action Date (Month/ Day/	Execution Date, if any (Month/	4. Transaction Code (Instr.	n :	ative Secu Acquired		of (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		9. Number of Deriv- ative Securities Bene-	at
	vative Security(1)	Year)	Day/ Year)	Code	v	(A)(1)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares(1)	ficially Owned Following Reported Trans- action(s) (Instr. 4)	Se D D (I Ir (I (I
Option to Purchase Class A Special Common Stock	\$6.0417	11/18/02		A		208,449		Immediately	7/06/2003	Class A Special Common Stock	208,449	208,449	
Option to Purchase Class A Special Common Stock	\$6.0417	11/18/02		A		16,551		Immediately	1/06/2003	Class A Special Common Stock	16,551	16,551	
Option to Purchase Class A Special Common Stock	\$10.5834	11/18/02		A		9,448		1/10/2003	1/10/2004	Class A Special Common Stock	9,448	9,448	
Option to Purchase Class A Special Common Stock	\$10.5834	11/18/02		A		140,552		(2)	7/10/2004	Class A Special Common Stock	140,552	140,552	
Option to Purchase Class A Special Common Stock	\$9.5625	11/18/02		A		105,536		(3)	7/10/2004	Class A Special Common Stock	105,536	 105,536	
Option to Purchase Class A Special Common Stock	\$9.5625	11/18/02		A		156,516		Immediately	7/06/2003	Class A Special Common Stock	156,516	156,516	
Option to Purchase Class A Special Common Stock	\$9.3750	11/18/02		A		10,666		06/21/2004	1/13/2005	Class A Special Common Stock	10,666	10,666	
Option to Purchase Class A Special Common Stock	\$9.3750	11/18/02		A		489,334		(4)	12/21/2005	Class A Special Common Stock	489,334	489,334	
Option to Purchase Class A Special Common Stock	\$9.1875	11/18/02		A		105,000		Immediately	2/05/2007	Class A Special Common Stock	105,000	105,000	
Option to Purchase Class A Special Common Stock	\$14.9375	11/18/02		A		105,000		(5)	1/09/2008	Class A Special Common Stock	105,000	105,000	
Option to Purchase Class A Special Common Stock	\$16.9375	11/18/02		A		250,000		(6)	6/16/2008	Class A Special Common Stock	250,000	250,000	
Option to Purchase Class A Special Common Stock	\$16.9375	11/18/02		A		17,712		(7)	6/16/2008		17,712	17,712	
	\$16.9375	11/18/02		A				(8)			232,288	232,288	

Option to Purchase Class A Special Common Stock				232,288		6/16/2008	Class A Special Common Stock			
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02	A	33,750	(9)	5/03/2009	Class A Special Common Stock	33,750	33,750	
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02	A	3,044	(10)	5/03/2009	Class A Special Common Stock	3,044	3,044	
Option to Purchase Class A Special Common Stock	\$32.8437	11/18/02	A	23,206	(11)	5/03/2009	Class A Special Common Stock	23,206	23,206	
Option to Purchase Class A Special Common Stock	\$38.5000	11/18/02	A	2,597	3/30/2009	3/30/2010	Class A Special Common Stock	2,597	2,597	
Option to Purchase Class A Special Common Stock	\$38.5000	11/18/02	A	57,403	(12)	3/30/2010	Class A Special Common Stock	57,403	57,403	
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02	A	5,408	(13)	7/30/2011	Class A Special Common Stock	5,408	5,408	
Option to Purchase Class A Special Common Stock	\$36.9700	11/18/02	A	144,592	(14)	7/30/2011	Class A Special Common Stock	144,592	144,592	
Option to Purchase Class A Special Common Stock	\$35.4900	11/18/02	A	150,000	(15)	1/24/2012	Class A Special Common Stock	150,000	150,000	
Option to Purchase Class A Special Common Stock	\$21.5400	11/18/02	A	500,000	(16)	7/11/2012	Class A Special Common Stock	500,000	500,000	

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 Comcast Cable Communications Holdings, Inc. (formerly named AT&T Broadband Corp.) with wholly-owned subsidiaries of the Issuer.
- (2) 120,000 shares are immediately exercisable; 5,552 shares are exercisable on 1/10/2003; and 15,000 shares are exercisable on 7/10/2003.
- (3) 90,110 shares are immediately exercisable; 4,164 shares are exercisable on 1/10/2003; and 11,262 shares are exercisable on 7/10/2003.
- (4) 350,000 shares are immediately exercisable; 50,000 shares are exercisable on 6/21/2003; 39,334 shares are exercisable on 6/21/2004; and 50,000 shares are exercisable on 12/21/2004.
- (5) 84,000 shares are immediately exercisable and 21,000 shares are exercisable on 1/09/2003.
- (6) 200,000 shares are immediately exercisable and 50,000 shares are exercisable on 6/16/2003.
- (7) 5,904 shares are exercisable on each of 6/16/2005, 6/16/2006 and 6/16/2007.
- (8) 100,000 shares are immediately exercisable; 25,000 shares are exercisable on each of 6/16/2003 and 6/16/2004; 57,288 shares are exercisable on 6/16/2007; and 25,000 shares are exercisable on 12/16/2007.
- (9) 20,250 shares are immediately exercisable and 6,750 shares are exercisable on each of 5/03/2003 and 5/03/2004.
- (10) 2,625 shares are exercisable on 5/03/2008 and 419 shares are exercisable on 11/03/2008.
- (11) 7,875 shares are immediately exercisable; 2,625 shares are exercisable on each of 05/03/2003, 05/03/2004, 05/03/2005, 05/03/2006 and 05/03/2007; and 2,206 shares are exercisable on 11/03/2008.
- (12) 12,000 shares are immediately exercisable; 6,000 shares are exercisable on each of 3/30/2003, 3/30/2004, 3/30/2005, 3/30/2006, 3/30/2007 and 3/30/2008; 3,403 shares are exercisable on 3/30/2009; and 6,000 shares are exercisable on 9/30/2009.
- (13) 2,704 shares are exercisable on each of 7/30/2010 and 7/30/2011.
- (14) 46,000 shares are exercisable on 7/30/2003; 23,000 shares are exercisable on each of 7/30/2004, 7/30/2005 and 7/30/2006; 7,000 shares are exercisable on each of 7/30/2007, 7/30/2008 and 7/30/2009; and 4,296 shares are exercisable on each of 7/30/2010 and 7/30/2011.
- (15) 47,500 shares are exercisable on 1/24/2004; 23,750 shares are exercisable on each of 1/24/2005, 1/24/2006 and 1/24/2007; and 6,250 shares are exercisable on each of 1/24/2008, 1/24/2009, 1/24/2010, 1/24/2011 and 7/24/2011.

(16) 50,000 shares are exercisable on 7/11/2004; 100,000 shares are exercisable on each of 7/11/2005, 7/11/2006, 7/11/2007 and 7/11/2008; and 50,000 shares are exercisable on 1/11/2009.

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/s/ Julian A. Brodsky	December 5, 2002
** Signature of Reporting Person	Date
Julian A. Brodsky	

** 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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