SOVERN MICHAEL I Form 4/A December 05, 2002

FORM 4	UNITED STAT		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).	Section	rsuant to Section n 17(a) of the Pu	n 16(a) of th	N BENEFIC e Securities Exch. Holding Company nent Company Ac	ange Act of 19	ON Ex Est	OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden ours per response0.5					
(Print or Type Responses)  1. Name and A	ddress of Reporting Pers	son*	2. Issuer Na	me and Ticker or	Trading S	Sym	ıbol			ship of Reporting Poll applicable)	erson(s) to Is	suer
Sovern	Michael	I.	Comcast	Corporation (formation): CMCSA and	·	x Direct	Director o 10% Owner					
(Last) Sotheby's Hold:		3. I.R.S. Identification  Number of Reporting  Person, if an entity (Voluntary)  4. Statement for  Month/Day/Year  November							inic below)			
1334 York Ave	(Street)	Original (Month( <b>Dh</b> y						nth <b>(Dhy£K</b> e x Form	widual or Joint/Group Filing  yekeapplicable Line)  Form filed by One Reporting Person  Form filed by More than One Reporting Person			
(City)	(State)	(Zip)		Table I Non-	Derivativ			Acq	uired, Disp	oosed of, or Benefic	cially Owned	il
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.)	8)		(A)	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Owner-ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)
Class A Comm	on Stock		11/18/02		A	H	744	(D) A	(1)	(Instr. 3 and 4)	(Instr. 4)	
Class A Collin	on Stock		11/16/02		Α		/44	А	(1)	744	Б	
						H						
			<del>                                     </del>		<del>                                     </del>	H						

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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)	e 2. Conversion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/ Year)	Execution Date, if	4. Transaction Code (Instr. 8)		ative Se Acquire Dispose		fof DateriExercisable cuninte Expiration d (Da)tor d (MD)th/Day/Year) , 4 and 5)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		 9. Number of Deriv- ative Securities Bene-	10. Owner- ship Form of Deriv- ative
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	ficially Owned Following Reported Trans- action(s) (Instr. 4)	Securitie Direct (D) or Indirect (I) (Instr. 4)
Option to Purchase Class A Common Stock	\$30.24 (1)	11/18/02		A		1,992 (1)		(2)	5/23/2011	Class A Common Stock	1,992 (1)	1,992	D
Option to Purchase Class A Common Stock	\$19.20 (1)	11/18/02		A		1,919 (1)		(3)	7/10/2012	Class A Common Stock	1,919 (1)	1,919	D
Option to Purchase Class A Common Stock	\$23.76 (1)	11/18/02		A		960 (1)		(4)	9/27/2012	Class A Common Stock	960 (1)	960	D
Option to Purchase Class A Common Stock	\$23.68 (1)	11/18/02		A		1,919 (1)		(5)	10/15/2012	Class A Common Stock	1,919 (1)	1,919	D
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

#### 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) 499 shares are immediately exercisable; 498 shares are exercisable on each of 5/23/2003 and 5/23/2004; and 497 shares are exercisable on 5/23/2005.
- (3) 480 shares are exercisable on each of 7/10/2003, 7/10/2004 and 7/10/2005; and 479 shares are exercisable on 7/10/2006.
- (4) 240 shares are exercisable on each of 9/27/2003, 9/27/2004, 9/27/2005 and 9/27/2006.
- (5) 480 shares are exercisable on each of 10/15/2003, 10/15/2004 and 10/15/2005; and 479 shares are exercisable on 10/15/2006.

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/s/ Michael I. Sovern	December 5, 2002
** Signature of Reporting Person	Date
Michael I. Sovern	

\*\* 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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