

COMCAST CORP  
Form 4  
November 18, 2002

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| <b>FORM<br/>4</b>   | <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br>Washington, D.C. 20549<br><br><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b><br><br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or<br>Section 30(h) of the Investment Company Act of 1940 | OMB APPROVAL<br><br><br><br>OMB Number: 3235-0287<br>Expires: January 31, 2005<br>Estimated average burden<br>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*<br><br>Bonovitz Sheldon M.<br>(Last) (First) (Middle)<br><br>Duane Morris & Heckscher<br>One Liberty Place, 43rd Floor<br><br>(Street)<br><br>Philadelphia PA 19102<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><br>Comcast Corporation: CMCSA and CMCSK<br><br>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)<br><br>4. Statement for Month/Day/Year<br><br>November 18, 2002 | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)<br>(give title below)<br><br>7. Individual or Joint/Group Filing (Check all applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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) |   |  |   |
| Class A Common Stock            | 11/18/02                             |  | D                              |   | 3,019   | D          | (1)   | 0  | D   |
| Class A Common Stock            | 11/18/02                             |  | D                              |   | 6,425   | D          | (1)   | 0  | I By Wife   |
| Class A Common Stock            | 11/18/02                             |  | D                              |   | 2,636   | D          | (1)   | 0  | I By Marital Trust                                    |
| Class A Special Common Stock    | 11/18/02                             |  | D                              |   | 39,388  | D          | (1)   | 0  | D   |
| Class A Special Common Stock    | 11/18/02                             |  | D                              |   | 4,498   | D          | (1)   | 0  | I By Wife   |
| Class A Special Common Stock    | 11/18/02                             |  | D                              |   | 112,528   | D          | (1)   | 0  | I By Marital Trust                                    |
| Class A Special Common Stock    | 11/18/02                             |  | D                              |   | 40,000  | D          | (1)   | 0  | 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.**

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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 (A) or Disposed of (D) (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 Security (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 | \$15.6563  | 11/18/02                             |  | D                              |   |  | 10,800 | Immediately | 2/01/2003        | Class A Special Common Stock                            | 10,800 | (1)   | 0 | D  |  |  |
| Option to Purchase Class A Special Common Stock | \$33.9922  | 11/18/02                             |  | D                              |   |  | 10,800 | Immediately | 2/01/2004        | Class A Special Common Stock                            | 10,800 | (1)   | 0 | D  |  |  |
| Option to Purchase Class A Special Common Stock | \$46.0000  | 11/18/02                             |  | D                              |   |  | 5,400  | Immediately | 2/01/2005        | Class A Special Common Stock                            | 5,400  | (1)   | 0 | D  |  |  |
| Option to Purchase Class A Special Common Stock | \$42.8125  | 11/18/02                             |  | D                              |   |  | 5,400  | Immediately | 2/01/2006        | Class A Special Common Stock                            | 5,400  | (1)   | 0 | D  |  |  |
| Option to Purchase Class A Special Common Stock | \$35.5300  | 11/18/02                             |  | D                              |   |  | 5,400  | Immediately | 2/01/2007        | Class A Special Common Stock                            | 5,400  | (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.

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/s/ Sheldon M. Bonovitz

November 18, 2002

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\*\* Signature of Reporting Person  
Sheldon M. Bonovitz

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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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