COMCAST CORP Form 4 November 18, 2002

FORM 1	UNITED STAT	ION	OMB APPROVAL										
Check this box if no longer subject to Section 16. Form 4 or x Form 5 obligations may continue. See Instruction 1(b).		ursuant to Section on 17(a) of the Pu	n 16(a) of the Iblic Utility I	N BENEFIC e Securities Excha Holding Company ent Company Act	ange Act of 19	OM Exp Est	DMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden sours per response						
(Print or Type Responses) 1. Name and A	ddress of Reporting Per	rson*	2. Issuer Na	nme and Ticker or	Trading S	Syn	nbol			ship of Reporting P	erson(s) to Is	suer	
Wechsler (Last) 5000 5th Aven Unit 202	Irving (First)	Comcast Corporation: CMCSA and CMCSK					x Direct o Office (give	(Check all applicable) x Director o 10% Owner o Officer o Other (specify below) (give title below)					
Pittsburgh	(Street)	15232	5. If Amendmen t , Daddi Original (Month (Dh x F						th (Dhy&K e x Form	evolual or Joint/Group Filing ng/Keapplicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)		Table I Non-	Derivativ	e S	ecurities	s Acq	uired, Dis	posed of, or Benefic	cially Owne	d	
1. Title of Security (Instr. 3)			2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Transaction Code (Instr. 8)		(A)			Securities Beneficially Owned Following Reported	ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)	
			Í		Code	ľ	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Class A Comm			11/18/02		D	\bot	,	D	(1)	0	D		
Class A Special	l Common Stock		11/18/02		D		591,346	D	(1)	0	D		
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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* 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. Trans- action Date (Month/ Day/ Year)	Execution Date, if	4. Trans- action Code (Instr. 8)		ative Sec Acquired		of(MD)nth/Day/Year)		7. Title and A Underlyin (Instr. 3 a	g Securities		9. Number of Derivative Securities Beneficially	10. Owner- ship Form of Deriv- ative Securiti
				Code	V	(A)	(D)(1)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares (1)	5)	Owned Following Reported Trans- action(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4
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
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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. As a result of the Merger, the Reporting Person will receive securities of Parent in exchange for his Issuer securities. The Reporting Person will not be a Reporting Person with respect to Parent.

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/s/ Irving A. Wechsler	November 18, 2002					
** Signature of Reporting Person	Date					
Irving A. Wechsler						

** 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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