

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(h) of the Investment Company Act of 1940

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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)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Bonovitz (Last)	Sheldon (First)	M. (Middle)	Comcast Corporation (formerly named AT&T Comcast Corporation): CMCSA and CMCSK			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) (give title below)		
Duane Morris & Heckscher One Liberty Place, 43rd Floor (Street)			3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			4. Statement for Month/Day/Year		
Philadelphia PA 19103 (City) (State) (Zip)			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line)		
			November 20, 2002			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action 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. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/18/02		A		3,019	A	(1)	3,019	D	
Class A Common Stock	11/18/02		A		6,425	A	(1)	6,425	I	By Wife
Class A Common Stock	11/18/02		A		2,636	A	(1)	2,636	I	By Marital Trust
Class A Common Stock	11/18/02		A		52	A	(1)	52	I	By Family Partnership
Class A Special Common Stock	11/18/02		A		39,388	A	(1)	39,388	D	
Class A Special Common Stock	11/18/02		A		4,498	A	(1)	4,498	I	By Wife
Class A Special Common Stock	11/18/02		A		112,528	A	(1)	112,528	I	By Marital Trust
Class A Special Common Stock	11/18/02		A		40,000	A	(1)	40,000	I	By GRATs

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.

**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 and 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 Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Class A Special Common Stock	\$15.6563 (1)	11/18/02		A		10,800 (1)		Immediately	2/01/2003	Class A Special Common Stock	10,800 (1)		10,800	D	
Option to Purchase Class A Special Common Stock	\$33.9922 (1)	11/18/02		A		10,800 (1)		Immediately	2/01/2004	Class A Special Common Stock	10,800 (1)		10,800	D	
Option to Purchase Class A Special Common Stock	\$46.0000 (1)	11/18/02		A		5,400 (1)		Immediately	2/01/2005	Class A Special Common Stock	5,400 (1)		5,400	D	
Option to Purchase Class A Special Common Stock	\$42.8125 (1)	11/18/02		A		5,400 (1)		Immediately	2/01/2006	Class A Special Common Stock	5,400 (1)		5,400	D	
Option to Purchase Class A Special Common Stock	\$35.5300 (1)	11/18/02		A		5,400 (1)		Immediately	2/01/2007	Class A Special Common Stock	5,400 (1)		5,400	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.

/s/ Sheldon M. Bonovitz

December 5, 2002

** Signature of Reporting Person
Sheldon M. Bonovitz

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.