

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)(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. 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.

/s/ Bernard C. Watson

November 18, 2002

**** Signature of Reporting Person**
Bernard C. Watson

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.