FORM 3	UNITED STA	OMB APPROVAL							
	INITIAL STATE	MENT OF BENEFI	OMB Number: 3235-0104 Expires: January 31, 2005 Estimated average burden						
(Print or Type Responses)	t or Type Responses)								
1. Name and Address of Repo	rting Person*	2. Date of Event Requiring Statement (Month/Day/Year)	4. Issuer Name and Ticker or Comcast Corporation (form	Trading Symbol erly named AT&T Comcast Corpora	ation): CMCSA and CMCSK				
Smith         Lawr           (Last)         (Find)           Comeast Corporation         1500 Market Street	rst) (Middle)	November 18, 2002 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	5. Relationship of Reporting F (Check all applicable) o Director o 10% x Officer o Other (give title below) Executive Vice Presi Co-Chief Financial O	Owner (specify below) 7. Inc Fil	mendment, Date of ginal (Month/Day/Year) lividual or Joint/Group ing (Check Applicable Line) orm filed by One Reporting Person				
Philadelphia PA (City) (Sta		Table I Non-Derivative Securities Beneficially Owned							
1 Title of Security (Instr. 4)		2. Amount of Securities Beneficially Owned (Instr. 4) (1)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ov (Instr. 5)	vnership				

 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 5(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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Securities: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	or Indirect (I) (Instr. 5)	or Indirect (I)	
				(1)	(1)		

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 AT&T Broadband Corp. with wholly-owned subsidiaries of the Issuer. These acquisitions will be reported on Form 4 on November 20, 2002.

Page 2 of 3

/s/ Lawrence S. Smith

\*\* Signature of Reporting Person Lawrence S. Smith November 18, 2002

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.