

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 15

Certification and Notice of Termination of Registration
under Section 12(g) of the Securities Exchange
Act of 1934 or Suspension of Duty to File Reports
Under Sections 13 and 15(d) of the
Securities Exchange Act of 1934

Commission File Number 0-6983

Comcast Holdings Corporation (formerly named Comcast Corporation)

(Exact name of registrant as specified in its charter)

1500 Market Street (215) 665-1700

(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

Class A Common Stock, par value \$1.00 per share
Class A Special Common Stock, par value \$1.00 per share

(Title of each class of securities covered by this Form)

2% Exchangeable Subordinated Debentures due 2029
10 5/8% Senior Subordinated Debentures due 2012

(Titles of all other classes of securities for which a duty to file reports
under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule
provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	☒	Rule 12h-3(b)(1)(i)	☒
Rule 12g-4(a)(1)(ii)	☐	Rule 12h-3(b)(1)(ii)	☐
Rule 12g-4(a)(2)(i)	☐	Rule 12h-3(b)(2)(i)	☐
Rule 12g-4(a)(2)(ii)	☐	Rule 12h-3(b)(2)(ii)	☐
		Rule 15d-6	☐

Approximate number of holders of record as of the certification or
notice date: two

Pursuant to the requirements of the Securities Exchange Act of 1934,
Comcast Holdings Corporation has caused this certification/notice to be signed
on its behalf by the undersigned duly authorized person.

Date: November 18, 2002

COMCAST HOLDINGS CORPORATION

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President