

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>COMCAST CORP</u>  (Last) (First) (Middle) <u>1500 MARKET STREET</u>  (Street) <u>PHILADELPHIA PA</u> <u>19102</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GSI COMMERCE INC</u> [ <u>GSIC</u> ]  3. Date of Earliest Transaction (Month/Day/Year) <u>09/17/2003</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <u>X</u> Other (specify below) <u>Former 10% Owner</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person <u>X</u> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/17/2003 <sup>(1)(2)(3)</sup>		J <sup>(1)(2)(3)</sup>		0 <sup>(1)(2)(3)</sup>	D	<sup>(1)(2)(3)</sup>	0 <sup>(1)(2)(3)</sup>	I <sup>(1)(2)(3)</sup>	By Interactive <sup>(1)(2)(3)</sup>

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants	\$6	09/17/2003 <sup>(1)(2)(3)</sup>		J <sup>(1)(2)(3)</sup>		0 <sup>(1)(2)(3)</sup>	10/18/2001	07/19/2006	Common Stock	0 <sup>(1)(2)(3)</sup>	<sup>(1)(2)(3)</sup>	0 <sup>(1)(2)(3)</sup>	I <sup>(1)(2)(3)</sup>	By Interactive <sup>(1)(2)(3)</sup>

1. Name and Address of Reporting Person* <u>COMCAST CORP</u>  (Last) (First) (Middle) <u>1500 MARKET STREET</u>  (Street) <u>PHILADELPHIA PA</u> <u>19102</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>COMCAST HOLDINGS CORP</u>  (Last) (First) (Middle) <u>1500 MARKET STREET</u>  (Street) <u>PHILADELPHIA PA</u> <u>19102-2148</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>COMCAST PROGRAMING HOLDINGS INC</u>  (Last) (First) (Middle) <u>1201 N MARKET STREET</u> <u>STE</u>  (Street) <u>WILMINGTON DE</u> <u>19801</u>  (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">COMCAST QVC INC</a>		
(Last)	(First)	(Middle)
<a href="#">1201 N MARKET STREET</a>		
<a href="#">STE</a>		
(Street)		
<a href="#">WILMINGTON</a>	<a href="#">DE</a>	<a href="#">19801</a>
(City)	(State)	(Zip)

Explanation of Responses:

1. Interactive Technology Holdings, LLC (Interactive) owns directly 10,797,900 shares of common stock of the Issuer and 300,000 warrants to purchase common stock of the Issuer. QVC, Inc. (QVC), through a subsidiary, is the managing member of, and has an approximately 70% interest in the profits of, Interactive. Comcast Corporation (Comcast), through its subsidiaries filing as Reporting Persons hereunder, has an approximately 30% interest in the profits of Interactive and, prior to September 17, 2003, owned approximately 57% of the voting securities of QVC. On September 17, 2003, in accordance with the Amended and Restated Stock Purchase Agreement dated as of June 30, 2003 (Comcast/Liberty Agreement) among Comcast, Comcast QVC, Inc. (Comcast QVC), Liberty Media Corporation (Liberty) and QVC, among other things, [continued in footnote (2)]
2. [continuation of footnote (1)] (i) Comcast QVC sold to Liberty all of the shares of QVC common stock held by Comcast QVC Holdings III, Inc., Comcast QVC Holdings IV, Inc., Comcast QVC Holdings V, Inc. and Comcast QVC Holdings VI, Inc., each direct wholly-owned subsidiaries of Comcast QVC, for an aggregate amount of approximately \$4 billion principal amount of Liberty Floating Rate Senior Notes due 2006 and approximately \$1.12 billion in cash, and (ii) each of Comcast QVC Holdings I, Inc. and Comcast QVC Holdings II, Inc., direct wholly-owned subsidiaries of Comcast QVC, merged with a subsidiary of Liberty and, as a result of such mergers, Comcast QVC received approximately 218 million shares of Liberty Series A common stock and approximately \$226 million in cash. Pursuant to the Comcast/Liberty Agreement, the Liberty Series A common stock received by Comcast QVC in the mergers described in the preceding sentence was valued at \$11.71 per share. [continued in footnote (3)]
3. [continuation of footnote (2)] The Reporting Persons disclaim beneficial ownership of the securities held by Interactive.

Remarks:

Exhibit List Exhibit 99 - Joint Filer Information

<a href="#">Arthur R. Block, Senior Vice President of Comcast Corporation and Comcast Holdings Corporation</a>	<a href="#">09/19/2003</a>
<a href="#">Rosemarie S. Teta, Vice President of Comcast Programming Holdings, Inc. and Comcast QVC, Inc.</a>	<a href="#">09/19/2003</a>

\*\* Signature of Reporting Person                      Date

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).
- \*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Joint Filer Information

Name: Comcast QVC, Inc.  
Address: 1201 N. Market Street, Suite 1405, Wilmington, Delaware 19801  
Designated Filer: Comcast Corporation  
Issuer & Ticker Symbol: GSI Commerce, Inc. (GSIC)  
Date of Event Requiring Statement: 09/17/2003

Name: Comcast Programming Holdings, Inc.  
Address: 1201 N. Market Street, Suite 1405, Wilmington, Delaware 19801  
Designated Filer: Comcast Corporation  
Issuer & Ticker Symbol: GSI Commerce, Inc. (GSIC)  
Date of Event Requiring Statement: 09/17/2003

Name: Comcast Holdings Corporation  
Address: 1500 Market Street, Philadelphia, PA 19102  
Designated Filer: Comcast Corporation  
Issuer & Ticker Symbol: GSI Commerce, Inc. (GSIC)  
Date of Event Requiring Statement: 09/17/2003