FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person*

Alchin John R.
(Last) (First) (Middle)

Comcast Corporation
1500 Market Street
(Street)

Philadelphia PA 19102
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Comcast Corporation: CMCSA and CMCSK

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year

November 18, 2002

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

o Director o 10% Owner
x Officer (give title below) o Other (specify below)

Executive Vice President, Treasurer and Co-Chief Financial Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

x Form filed by One Reporting Person
o 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. 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			
Class A Special Common Stock	11/18/02		D		111,566.9593	D	(1)	0	D	
Class A Special Common Stock	11/18/02		D		29.2320	D	(1)	0	I	By 401(k) Plan

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.

FORM 4 (continued)

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	$6.0417	11/18/02		D			16,551	Immediately	1/06/2003	Class A Special Common Stock	16,551	(1)	0	D	
Option to Purchase Class A Special Common Stock	$6.0417	11/18/02		D			1,449	Immediately	7/06/2003	Class A Special Common Stock	1,449	(1)	0	D	
Option to Purchase Class A Special Common Stock	$10.5834	11/18/02		D			11,100	(2)	1/10/2004	Class A Special Common Stock	11,100	(1)	0	D	
Option to Purchase Class A Special Common Stock	$10.5834	11/18/02		D			23,588	Immediately	7/10/2004	Class A Special Common Stock	23,588	(1)	0	D	
Option to Purchase Class A Special Common Stock	$10.5834	11/18/02		D			37,312	(3)	7/10/2004	Class A Special Common Stock	37,312	(1)	0	D	
Option to Purchase Class A Special Common Stock	$9.5625	11/18/02		D			1,158	Immediately	7/06/2003	Class A Special Common Stock	1,158	(1)	0	D	
Option to Purchase Class A Special Common Stock	$9.5625	11/18/02		D			57,236	Immediately	7/10/2004	Class A Special Common Stock	57,236	(1)	0	D	
Option to Purchase Class A Special Common Stock	$9.5625	11/18/02		D			29,832	(4)	7/10/2004	Class A Special Common Stock	29,832	(1)	0	D	
Option to Purchase Class A Special Common Stock	$7.5000	11/18/02		D			13,332	1/13/2004	1/13/2005	Class A Special Common Stock	13,332	(1)	0	D	
Option to Purchase Class A Special Common Stock	$7.5000	11/18/02		D			447,823	(5)	7/13/2005	Class A Special Common Stock	447,823	(1)	0	D	
Option to Purchase Class A Special Common Stock	$9.1875	11/18/02		D			87,500	Immediately	2/05/2007	Class A Special Common Stock	87,500	(1)	0	D	
Option to Purchase Class A Special Common Stock	$14.9375	11/18/02		D			87,500	(6)	1/09/2008	Class A Special Common Stock	87,500	(1)	0	D	
Option to Purchase Class A Special Common Stock	$16.9375	11/18/02		D			250,000	(7)	6/16/2008	Class A Special Common Stock	250,000	(1)	0	D	
Option to Purchase Class A Special Common Stock	$16.9375	11/18/02		D			17,712	(8)	6/16/2008	Class A Special Common Stock	17,712	(1)	0	D	
Option to Purchase Class A Special Common Stock	$16.9375	11/18/02		D			232,288	(9)	6/16/2008	Class A Special Common Stock	232,288	(1)	0	D	
Option to Purchase Class A Special Common Stock	$32.8437	11/18/02		D			41,250	(10)	5/03/2009	Class A Special Common Stock	41,250	(1)	0	D	
Option to Purchase Class A Special Common Stock	$32.8437	11/18/02		D			3,044	5/03/2008	5/03/2009	Class A Special Common Stock	3,044	(1)	0	D	
Option to Purchase Class A Special Common Stock	$32.8437	11/18/02		D			30,706	(11)	5/03/2009	Class A Special Common Stock	30,706	(1)	0	D	
Option to Purchase Class A Special Common Stock	$37.5625	11/18/02		D			2,662	6/02/2009	6/02/2010	Class A Special Common Stock	2,662	(1)	0	D	
Option to Purchase Class A Special Common Stock	$37.5625	11/18/02		D			597,338	(12)	6/02/2010	Class A Special Common Stock	597,338	(1)	0	D	
Option to Purchase Class A Special Common Stock	$36.9700	11/18/02		D			5,408	(13)	7/30/2011	Class A Special Common Stock	5,408	(1)	0	D	
Option to Purchase Class A Special Common Stock	$36.9700	11/18/02		D			194,592	(14)	7/30/2011	Class A Special Common Stock	194,592	(1)	0	D	
Option to Purchase Class A Special Common Stock	$35.4900	11/18/02		D			200,000	(15)	1/24/2012	Class A Special Common Stock	200,000	(1)	0	D	
Option to Purchase Class A Special Common Stock	$23.8400	11/18/02		D			105,806	(16)	10/28/2012	Class A Special Common Stock	105,806	(1)	0	D	
Option to Purchase Class A Special Common Stock	$23.8400	11/18/02		D			4,194	4/28/2012	10/28/2012	Class A Special Common Stock	4,194	(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. See the Form 4 to be filed by the Reporting Person with respect to securities of Parent acquired by such Reporting Person as a result of the Merger.

(2) 1,652 shares are immediately exercisable and 9,448 shares are exercisable on 1/10/2003.

(3) 22,760 shares are immediately exercisable; 2,552 shares are exercisable on 1/10/2003; and 12,000 shares are exercisable on 7/10/2003.

(4) 18,196 shares are immediately exercisable; 2,042 shares are exercisable on 1/10/2003; and 9,594 shares are exercisable on 7/10/2003.

(5) 281,155 shares are immediately exercisable; 60,000 shares are exercisable on 1/13/2003; 46,668 shares are exercisable on 1/13/2004; and 60,000 shares are exercisable on 7/13/2004.

(6) 70,000 shares are immediately exercisable and 17,500 shares are exercisable on 1/09/2003.

(7) 200,000 shares are immediately exercisable and 50,000 shares are exercisable on 6/16/2003.

(8) 5,904 shares are exercisable on each of 6/16/2005, 6/16/2006 and 6/16/2007.

(9) 100,000 shares are immediately exercisable; 25,000 shares are exercisable on each of 6/16/2003 and 6/16/2004; 57,288 shares are exercisable on 6/16/2007; and 25,000 shares are exercisable on 12/16/2007.

(10) 24,750 shares are immediately exercisable and 8,250 shares are exercisable on each of 5/3/2003 and 5/03/2004.

(11) 10,125 shares are immediately exercisable; 3,375 shares are exercisable on each of 5/03/2003, 5/03/2004, 5/03/2005, 5/03/2006 and 5/03/2007; 331 shares are exercisable on 5/03/2008; and 3,375 shares are exercisable on 11/03/2008.

(12) 120,000 shares are immediately exercisable; 60,000 shares are exercisable on each of 6/02/2003, 6/02/2004, 6/02/2005, 6/02/2006, 6/02/2007 and 6/02/2008; 57,338 shares are exercisable on 6/02/2009; and 60,000 shares are exercisable on 12/02/2009.

(13) 2,704 shares are exercisable on each of 7/30/2010 and 1/30/2011.

(14) 61,000 shares are exercisable on 7/30/2003; 30,500 shares are exercisable on each of 7/30/2004, 7/30/2005 and 7/30/2006; 9,500 shares are exercisable on each of 7/30/2007, 7/30/2008 and 7/30/2009; and 6,796 shares are exercisable on each of 7/30/2010 and 7/30/2011.

(15) 62,500 shares are exercisable on 1/24/2004; 31,250 shares are exercisable on each of 1/24/2005, 1/24/2006 and 1/24/2007; and 8,750 shares are exercisable on each of 1/24/2008, 1/24/2009, 1/24/2010, 1/24/2011 and 7/24/2011.

(16) 35,500 shares are exercisable on 10/28/2004; 17,750 shares are exercisable on each of 10/28/2005, 10/28/2006 and 10/28/2007; 4,250 shares are exercisable on each of 10/28/2008, 10/28/2009, 10/28/2010 and 10/28/2011; and 56 shares are exercisable on 4/28/2012.

/s/ John R. Alchin	November 18, 2002
** Signature of Reporting Person John R. Alchin	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.