FORM 4

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

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL

OMB Number: 3235-0287
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1. Name and Address of Reporting Person*

Roberts	Ralph	J.
(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)

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

Chairman

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. Trans-action Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Trans-action 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. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner-ship (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Special Common Stock	11/18/02		D		5,777,563	D	(1)	0	D	
Class A Special Common Stock	11/18/02		D		437,226(2)	D	(1)	0	I	By Family Partnerships
Class A Common Stock	8/04/99		G(3)		1,998	D		568,815	I	By Family Partnerships
Class A Special Common Stock	8/04/99		G(3)		1,998	D		568,815	I	By Family Partnerships
Class A Common Stock	1/13/00		G(3)		1,998	D		0	I	By Family Partnerships
Class A Special Common Stock	1/13/00		G(3)		1,998	D		0	I	By Family Partnerships

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.

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			748,634	Immediately	7/06/2003	Class A Special Common Stock	748,634	(1)	0	D	
Option to Purchase Class A Special Common Stock	$9.5625	11/18/02		D			561,658	Immediately	7/06/2003	Class A Special Common Stock	561,658	(1)	0	D	
Option to Purchase Class A Special Common Stock	$9.1875	11/18/02		D			88,056	Immediately	2/05/2007	Class A Special Common Stock	88,056	(1)	0	D	
Option to Purchase Class A Special Common Stock	$16.4313	11/18/02		D			7,188	Immediately	1/09/2003	Class A Special Common Stock	7,188	(1)	0	D	
Option to Purchase Class A Special Common Stock	$14.9375	11/18/02		D			127,422	(4)	1/09/2008	Class A Special Common Stock	127,422	(1)	0	D	
Option to Purchase Class A Special Common Stock	$18.6313	11/18/02		D			576	Immediately	6/16/2003	Class A Special Common Stock	576	(1)	0	D	
Option to Purchase Class A Special Common Stock	$16.9375	11/18/02		D			999,424	(5)	6/16/2008	Class A Special Common Stock	999,424	(1)	0	D	
Option to Purchase Class A Special Common Stock	$32.8437	11/18/02		D			247,210	(6)	5/03/2009	Class A Special Common Stock	247,210	(1)	0	D	
Option to Purchase Class A Special Common Stock	$36.1281	11/18/02		D			2,790	(7)	5/03/2004	Class A Special Common Stock	2,790	(1)	0	D	
Option to Purchase Class A Special Common Stock	$42.3500	11/18/02		D			2,835	(8)	3/30/2005	Class A Special Common Stock	2,835	(1)	0	D	
Option to Purchase Class A Special Common Stock	$38.5000	11/18/02		D			247,165	(9)	3/30/2010	Class A Special Common Stock	247,165	(1)	0	D	
Option to Purchase Class A Special Common Stock	$42.5563	11/18/02		D			2,584	3/26/2005	3/26/2006	Class A Special Common Stock	2,584	(1)	0	D	
Option to Purchase Class A Special Common Stock	$38.6875	11/18/02		D			497,416	(10)	3/26/2011	Class A Special Common Stock	497,416	(1)	0	D	
Option to Purchase Class A Special Common Stock	$40.6670	11/18/02		D			2,704	1/30/2006	7/30/2006	Class A Special Common Stock	2,704	(1)	0	D	
Option to Purchase Class A Special Common Stock	$36.9700	11/18/02		D			597,296	(11)	7/30/2011	Class A Special Common Stock	597,296	(1)	0	D	
Option to Purchase Class A Special Common Stock	$35.4900	11/18/02		D			600,000	(12)	1/24/2012	Class A Special Common Stock	600,000	(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) The Form 4 filed by the Reporting Person for June 2002 (filed on July 2, 2002) inadvertently reported an additional 2,187 shares of Class A Special Common Stock as part of the aggregate number of shares owned indirectly by family partnerships.

(3) Gifts of interests in four LLCs, each of which is the general partner of four family limited partnerships and with respect to each of which the Reporting Person was the majority member. Following the January 13, 2000 gift of the LLC interests, the Reporting Person no longer owned a majority of each of the four LLCs.

(4) 99,422 shares are immediately exercisable and 28,000 shares are exercisable on 1/09/2003.

(5) 799,424 shares are immediately exercisable and 200,000 shares are exercisable on 6/16/2003.

(6) 149,977 shares are immediately exercisable; 47,233 shares are exercisable on 5/03/2003; and 50,000 shares are exercisable on 5/03/2004.

(7) 23 shares are immediately exercisable and 2,767 shares are exercisable on 5/03/2003.

(8) 2 shares are immediately exercisable; 236 shares are exercisable on 3/30/2003; and 2,597 shares are exercisable on 3/30/2004.

(9) 99,998 shares are immediately exercisable; 49,764 shares are exercisable on 3/30/2003; 47,403 shares are exercisable on 3/30/2004; and 50,000 shares are exercisable on 3/30/2005.

(10) 200,000 shares are exercisable on 3/26/2003; 100,000 shares are exercisable on 3/26/2004; 97,416 shares are exercisable on 3/26/2005; and 100,000 shares are exercisable on 3/26/2006.

(11) 181,000 shares are exercisable on 7/30/2003; 90,500 shares are exercisable on each of 7/30/2004 and 7/30/2005; 87,796 shares are exercisable on 7/30/2006; and 29,500 shares are exercisable on each of 7/30/2007, 7/30/2008, 7/30/2009, 7/30/2010 and 1/30/2011.

(12) 182,500 shares are exercisable on 1/24/2004; 91,250 shares are exercisable on each of 1/24/2005, 1/24/2006 and 1/24/2007; and 28,750 shares are exercisable on each of 1/24/2008, 1/24/2009, 1/24/2010, 1/24/2011 and 7/24/2011.

/s/ Ralph J. Roberts

November 18, 2002

** Signature of Reporting Person
Ralph J. Roberts

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.