FORM 3	UN	ITED STA		S AND EXCHANGI ton, D.C. 20549	E COMMISSION	OMB APPROVAL				
	INITIA	L STATE	MENT OF BENEF	Expires: January 31, 2005						
(Print or Type Responses)		Estimated average burden hours per response0.5								
<u></u>			2. Date of Event	A Law New and Talance	The line Court of					
1. Name and Address of Reporting Person*			2. Date of Event Requiring Statement (Month/Day/Year)	4. Issuer Name and Ticker or Comcast Corporation (for	nerly named AT&T Comcast Corp	oration): CMCSA and CMCSK				
Cook	J.	Michael	November 18, 2002							
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		o Owner	f Amendment, Date of Driginal (Month/Day/Year)				
980 Lake Avenue	(Street)			o Officer o Othe (give title below)		Individual or Joint/Group Filing (Check Applicable Line)				
Greenwich	СТ	06831				Form filed by One Reporting Person Form filed by More than One Reporting Person				
	(State)	(Zip)	Table I Non-Derivative Securities Beneficially Owned							
1 Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial (Instr. 5)	Ownership				
			(1)							
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 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 Exerci Expiration I (Month/Day	sable and Date 7/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	Security	or Indirect (I) (Instr. 5)	
				(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.

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/s/ J. Michael Cook

November 18, 2002

\*\* Signature of Reporting Person J. Michael Cook 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.