SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 2)

AT HOME CORPORATION
(Name of Issuer)

SERIES A COMMON STOCK
$.01 PAR VALUE
(Title of Class of Securities)

045919101
(CUSIP Number)

Arthur R. Block, Esq.
Comcast Corporation
1500 Market Street
Philadelphia, Pennsylvania 19102-2148
(215) 665-1700
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 11, 2001
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ].

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Comcast Corporation	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION Pennsylvania	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 31,253,180
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 31,253,180

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 31,253,180	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	[X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%	
14	TYPE OF REPORTING PERSON CO	

* Excludes shares held by other parties to the Stockholders' Agreement (see Item 6 of the Schedule 13D filed on January 29, 1998).

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Comcast Online Communications, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 29,114,600
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 29,114,600

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 29,114,600	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	[X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.2%	
14	TYPE OF REPORTING PERSON CO	

* Excludes shares held by other parties to the Stockholders' Agreement (see Item 6 of the Schedule 13D filed on January 29, 1998).

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Comcast PC Investments Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ ] (b) |X|
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 29,114,600
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 29,114,600

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 29,114,600	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	[X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.2%	
14	TYPE OF REPORTING PERSON CO	

* Excludes shares held by other parties to the Stockholders' Agreement (see Item 6 of the Schedule 13D filed on January 29, 1998).

This Amendment No. 2 amends the Report on Schedule 13D, originally filed on January 29, 1998 as amended by Amendment No. 1 filed on May 2, 2000 (as amended, the "Schedule 13D") by Comcast Corporation ("Comcast"), and relates to shares of Series A common stock, par value $0.01 per share (the "Series A Common Stock"), of At Home Corporation, a Delaware corporation (the "Company" or the "Issuer"). Pursuant to Rule 13d-3 under the Act, this Amendment No. 2 also relates to the shares of Series A Common Stock issuable upon exercise of certain warrants owned by certain subsidiaries of Comcast. Capitalized terms used without definitions in this Amendment No. 2 shall have the respective meanings ascribed to them in the Schedule 13D. References to "herein" and "hereof" are references to the Schedule 13D, as amended by this Amendment No. 2.

Item 1. Security and Issuer.

Item 1 of the Schedule 13D is hereby amended by deleting the second paragraph thereof and replacing it with the following paragraph:

Under the Issuer's Fifth Amended and Restated Certificate of Incorporation, as amended (the "@Home Charter"), holders of Series A Common Stock are entitled to one vote for each share held, and holders of Series B Common Stock are entitled to ten votes for each share held, on all matters presented to stockholders, except as otherwise provided in the @Home Charter. Each share of Series B Common Stock is convertible, at the option of the holder, into one share of Series A Common Stock. Shares of Series A Common Stock are not convertible into shares of Series B Common Stock. All other rights and privileges of the Series A Common Stock and Series B Common stock are identical, except that: (1) so long as there are at least 10,000,000 shares of Series B Common Stock outstanding, the holders of Series B Common Stock (all of which are held by TCI Sub, a wholly-owned indirect subsidiary of AT&T), voting separately as a single series, have the right to elect the smallest number of directors (the "Series B Directors") constituting a majority of the entire Board of Directors of the Issuer (the "Board"); and (2) so long as the holders of Series B Common Stock are entitled to elect any Series B Directors, the holders of Series A Common Stock, voting separately as a single series, have the right to elect two directors (the "Series A Directors"), each of whom is not an officer (other than any Vice Chairman) or employee of the Issuer and is not an affiliate or associate of AT&T Broadband, LLC, Comcast or Cox.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended by deleting the first paragraph thereof and replacing it with the following paragraph:

This report is being filed jointly by Comcast, a Pennsylvania corporation, Comcast Online Communications, Inc. ("Comcast Online"), a Delaware corporation, and Comcast PC Investments Inc. ("Comcast PC"), a Delaware corporation (collectively, the "Reporting Persons"). Comcast PC owns 29,114,600 shares of the Issuer. Comcast Online owns all of the issued and outstanding shares of capital stock of Comcast PC, and Comcast owns all of the issued and outstanding capital stock of Comcast Online. For purposes of Rule 13d-3 under the Act, Comcast is the beneficial owner of an additional 2,138,580 shares of the issuer based upon its ownership of Comcast Cable Communications, Inc., Comcast Cablevision of Garden State, L.P. and Comcast Cablevision of Potomac, LLC, which each hold warrants for shares of Series A Common Stock that are currently exercisable for 818,440 shares of Series A Common Stock, 1,185,056 shares of Series A Common Stock, and 135,084 shares of Series A Common Stock, respectively.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended by inserting the following immediately prior to the third to last paragraph thereof:

As of August 28, 2000, the conditions to the completion of the Letter Agreement Transactions had been satisfied.

On January 11, 2001 Comcast sent a letter to AT&T ("the Put Notice") notifying AT&T of its exercise of its Put with respect to the 31,253,180 shares of Series A Common Stock which it has the right to put to AT&T at the price of $48 per share, with the consideration to be paid by AT&T in shares of AT&T common stock. The foregoing description is qualified in its entirety by reference to the text of the Put Notice which is filed as Exhibit 10.1 hereto and is hereby incorporated by reference herein in its entirety.

Item 5. Interest in Securities of the Issuer.

Part (a) of Item 5 is hereby replaced in its entirety as follows:

(a) Based upon information set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000, as amended, there were outstanding 317,608,496 shares of Series A Common Stock and 86,595,578 shares of Series B Common Stock. Comcast currently beneficially owns 31,253,180 shares of Series A Common Stock, of which it has the right to acquire 2,138,580 shares based on the exercise of certain warrants by certain of its wholly-owned subsidiaries set forth in Item 2 above. As of the date hereof and assuming the conversion into Series A Common Stock of all warrants for Series A Common Stock which Comcast has beneficial ownership of under Rule 13d-3, Comcast beneficially owns an aggregate of 31,253,180 shares of Series A Common Stock, or approximately 9.8% of the shares of Series A Common Stock deemed outstanding (assuming such exercise of the warrants, but without giving effect to any conversion of shares of Series B Common Stock). Comcast Online and Comcast PC each currently beneficially owns 29,114,600 shares of Series A Common Stock constituting approximately 9.2% of the outstanding shares of Series A Common Stock, (without giving effect to any conversion of shares of Series B Common Stock).

Part (c) of Item 5 is hereby replaced in its entirety as follows:

(c) On January 11, 2001 Comcast delivered the Put Notice to AT&T notifying AT&T of its exercise of its Put with respect to the 31,253,180 shares of Series A Common Stock which it has the right to put to AT&T at the price of $48 per share, with the consideration to be paid by AT&T in shares of AT&T common stock. The foregoing description is qualified in its entirety by reference to the text of the Put Notice which is filed as Exhibit 10.1 hereto and is hereby incorporated by reference herein in its entirety.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended by adding the following to the beginning of the response:

As a result of the Letter Agreement Transactions, (1) each of Cox and Comcast has waived all of its rights under the Stockholders' Agreement (including its right to designate at least one Series B Director), except for its rights under Article X of the Stockholders' Agreement (relating to confidentiality) and except that Comcast's and Cox's rights under Section 4.5 of the Stockholders' Agreement (relating to the right to participate in certain sales of securities by other parties to the Stockholders' Agreement) will survive until June 4, 2002, and (2) each of AT&T and the Issuer has waived all of its rights under the Stockholders' Agreement as against each of Cox and Comcast, other than with respect to Article X of the Stockholders' Agreement and, until June 4, 2002, Section 4.5 of the Stockholders' Agreement.

Item 7. Material to be Filed as Exhibits.

1. Letter dated January 11, 2001 from Comcast Corporation to AT&T Corp.

2. Joint Filing Agreement, dated as of January 17, 2001, by and among Comcast, Comcast Online and Comcast PC.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Comcast Corporation

Date: January 17, 2001

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President Law

Comcast Online Communications, Inc.

Date: January 17, 2001

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President Law

Comcast PC Investments Inc.

Date: January 17, 2001

By: /s/ Abram E. Patlove

Name: Abram E. Patlove
Title: President

Index to Exhibits

Exhibit 10.1: Letter, dated January 11, 2001 from Comcast Corporation to AT&T Corp.

Exhibit 10.2: Joint Filing Agreement, dated as of January 17, 2001, by and among Comcast, Comcast Online and Comcast PC.

EXHIBIT 10.1

[Comcast Letterhead]

January 11, 2001

FAX AND FEDERAL EXPRESS

AT&T Corp.
295 North Maple Avenue
Basking Ridge, NJ 07920

Attention: Marilyn Wasser, Vice President - Law and
Corporate Secretary

Dear Marilyn:

Reference is hereby made to the letter agreement dated March 28, 2000 among At Home Corporation, AT&T Corp., Comcast Corporation, Cox Communications, Inc. and certain of their respective subsidiaries (the "Letter Agreement") and the term sheets attached thereto as Annexes A, B and C (collectively, the "Term Sheets"). Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Letter Agreement and Term Sheets.

Comcast hereby exercises the Put in accordance with the terms and provisions of the Letter Agreement and Term Sheet Annex A.

Comcast is electing to have the purchase price under the Put paid in AT&T Shares, the exact number of which will be calculated in accordance with the terms of paragraph (b) of Term Sheet Annex A. To facilitate such an arrangement in accordance with paragraph (c) of Term Sheet Annex A, Comcast hereby proposes that it exchange its shares of Comcast PC Investments, Inc. which at the closing of the Put will hold 31,253,180 Series A Shares, with AT&T for AT&T Shares in a transaction intended to qualify as a tax-free reorganization under Section 368 of the Internal Revenue Code. Based on current market conditions, Comcast has assumed that the purchase price under the Put will be $48 per share.

Please feel free to call either the undersigned at (215) 981-7564 or Robert Pick at (215) 981-7367 to discuss the arrangements for closing the transaction described above as promptly as possible.

Very truly yours,

COMCAST CORPORATION

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President

EXHIBIT 10.2

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Series A Common Stock, par value $0.01 per share, of At Home Corporation, and that this Joint Filing Agreement be included as an Exhibit to such joint filing.

This Joint Filing Agreement may be executed in one or more counterparts, and each such counterpart shall be an original but all of which, taken together, shall constitute but one and the same agreement.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of this 17th day of January, 2001.

Comcast Corporation

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President Law

Comcast Online Communications, Inc.

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President Law

Comcast PC Investments Inc.

By: /s/ Abram E. Patlove

Name: Abram E. Patlove
Title: President