FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may	UNITED STA		Ol OMB Num Expires:	OMB APPROVAL OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden									
continue. See Instruction 1(b). (Print or Type Responses)									hours per response0.5				
1. Name and Address of Reporting P								elationship of Reporting Person(s) to Issuer (heck all applicable)					
Smith Lawrence	S.	Comcast Corporati		AT&T Comcast 0 Di									
(Last) (First)	(Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity					Statement for Month/Day/Year			X Officer 0 Other (specify below) (give title below)				
Comcast Corporation 1500 Market Street		(Voluntary)				November 18, 2002		Executive Vice President and Co-Chief Financial Officer					
(Street)						f Amendment, Date of Driginal (Month/Day/Ye	ar)	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
Philadelphia PA	19102				O Form file				by More than One Reporting Person				
(City) (State)	(Zip)			Table I N	on-1	Derivative Securities A	Acquire	ed, Disposed o	f, or Beneficially Ow	ned			
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		or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	ship Ir Form: B Direct O	7. Nature of Indirect Beneficial Owner- ship		
				Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (I) (Instr. 4)	(Instr. 4)		
Class A Common Stock		11/18/02		A		1,294	A	(1)	1,294	I	By IRA		
Class A Special Common Stock		11/18/02		A		112,446.8180	A	(1)	112,446.8180	D			
Class A Special Common Stock		11/18/02		A		6,613	A	(1)	6,613	I	By GRAT		
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 Reminder:
 Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 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.

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deri- vative Security	3. Trans- action Date (Month/ Day/ Year)	Execution Date, if	4. Trans- action Code (Instr. 8)		5. Number of Deriv- ative 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 Deriv- ative Security (Instr. 5)	of Deriv- ative Securities Bene- ficially Owned	10. Owner- ship Form of Deriv- ative Securities: Direct	11. Nature of Indirect Benefi- cial Owner- ship
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Following Reported Trans- action(s) (Instr. 4)	(D) or Indirect (I) (Instr. 4)	(Instr. 4)
	(2)					(2)					(2)				
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Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Explanation of Responses:

(1) Shares were acquired pursuant to the merger (the "Merger") of each of Comcast Holdings Corporation (formerly named Comcast Corporation) and Comcast Cable Communications Holdings, Inc. (formerly named AT&T Broadband Corp.) with wholly-owned subsidiaries of the Issuer.

(2) The Reporting Person will file an amendment to this Form 4 with respect to securities to be included in Table II when all variables necessary to calculate the conversions of equity awards in the Merger are known.

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/s/ Lawrence S. Smith

** Signature of Reporting Person Lawrence S. Smith November 20, 2002

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.