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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 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.

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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 (Instr. 3, 4 and 5)		6. Date Exercisable or 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 Security (Direct (D) or Indirect (I)) (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option to Purchase Class A Common Stock	\$30.24 (1)	11/18/02		A		1,992 (1)		(2)	5/23/2011	Class A Common Stock	1,992 (1)		1,992	D
Option to Purchase Class A Common Stock	\$19.20 (1)	11/18/02		A		1,919 (1)		(3)	7/10/2012	Class A Common Stock	1,919 (1)		1,919	D
Option to Purchase Class A Common Stock	\$23.76 (1)	11/18/02		A		960 (1)		(4)	9/27/2012	Class A Common Stock	960 (1)		960	D
Option to Purchase Class A Common Stock	\$23.68 (1)	11/18/02		A		1,919 (1)		(5)	10/15/2012	Class A Common Stock	1,919 (1)		1,919	D
Option to Purchase Class A Common Stock	\$25.0000	11/20/02		A		7,500		5/20/2003	11/20/2012	Class A Common Stock	7,500		7,500	D

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 Comcast Cable Communications Holdings, Inc. (formerly named AT&T Broadband Corp.) with wholly-owned subsidiaries of the Issuer.
- (2) 499 shares are immediately exercisable; 498 shares are exercisable on each of 5/23/2003 and 5/23/2004; and 497 shares are exercisable on 5/23/2005.
- (3) 480 shares are exercisable on each of 7/10/2003, 7/10/2004 and 7/10/2005; and 479 shares are exercisable on 7/10/2006.
- (4) 240 shares are exercisable on each of 9/27/2003, 9/27/2004, 9/27/2005 and 9/27/2006.
- (5) 480 shares are exercisable on each of 10/15/2003, 10/15/2004 and 10/15/2005; and 479 shares are exercisable on 10/15/2006.

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/s/ Louis A. Simpson

December 5, 2002

** Signature of Reporting Person
Louis A. Simpson

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.

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