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COMCAST HOLDINGS CORP  
Form 15-12G  
November 19, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 15

Certification and Notice of Termination of Registration  
under Section 12(g) of the Securities Exchange  
Act of 1934 or Suspension of Duty to File Reports  
Under Sections 13 and 15(d) of the  
Securities Exchange Act of 1934

Commission File Number 0-6983

Comcast Holdings Corporation (formerly named Comcast Corporation)

(Exact name of registrant as specified in its charter)

1500 Market Street (215) 665-1700

(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

Class A Common Stock, par value \$1.00 per share  
Class A Special Common Stock, par value \$1.00 per share

(Title of each class of securities covered by this Form)

2% Exchangeable Subordinated Debentures due 2029  
10 5/8% Senior Subordinated Debentures due 2012

(Titles of all other classes of securities for which a duty to file reports  
under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule  
provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input checked="" type="checkbox"/>	Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(1)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(2)(i)	<input type="checkbox"/>	Rule 12h-3(b)(2)(i)	<input type="checkbox"/>
Rule 12g-4(a)(2)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(2)(ii)	<input type="checkbox"/>
		Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or  
notice date: two  
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Pursuant to the requirements of the Securities Exchange Act of 1934,  
Comcast Holdings Corporation has caused this certification/notice to be signed  
on its behalf by the undersigned duly authorized person.

Date: November 18, 2002

COMCAST HOLDINGS CORPORATION

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By: /s/ Arthur R. Block

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Name: Arthur R. Block  
Title: Senior Vice President