Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPR	OVAL						
	OMB Number:	3235-0287						
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

														k all applic Directo	or		10% Ow	ner		
(Last) 10 SOUTH		et) (N	/liddle)		3. Date of Earliest Transaction (Month/Day/Year) 03/18/2005								X	below)			below)	´		
(Street) CHICAGO			0603 (ip)		4. If Amendment, Date of Original Filed (Month/Day/Year)									Line)	Individual or Joint/Group Filing (Check Applicable ine)  X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Table	e I - Nor	n-Deriv	ative	Seci	uritie	s Ac	auired.	Dis	oosed o	of, or Be	nefic	ially	Owned					
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		2A Ex r) if a	2A. Deemed Execution Date,		3. Transaction Code (Instr.		4. Securities Acquired (A Disposed Of (D) (Instr. 3,		ed (A)	5. Amo 4 and Securit Benefic		nt of s ally following	Form: (D) or	orm: Direct ) or Indirect (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
									Code	v	Amount	(A) c (D)	r Pr	ice	Transact (Instr. 3 a	ion(s)			,	
Common S	Stock														36,9	)82 <sup>(1)</sup>		D		
Common S	Stock (Defe	rred Shares)													266,	903 <sup>(2)</sup>		I 1	By Stock Deferral Plan	
Common S	Stock (401k	Shares)													5,576 <sup>(3)</sup> D					
Common S	itock														3,500				Held By Spouse	
		Та										, or Ben ble sec			Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/D	n Date,	4. Transa Code ( 8)		5. Nu of Deriv Secu Acqu (A) o Dispo of (D (Insti	rative rities rired r osed )	Expiration Date Amor (Month/Day/Year) Secu Unde Deriv		7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	Owne Form: Direct or Ind (I) (Ins	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	Amo or Num of Shar	ber						
Performance Shares - Stock Units	(4)								(4)		(4)	Common Stock	(4	)		107,663	g(5)	D		
Deferred Comp Phantom Shares	(6)	03/18/2005			A		105		(6)		(6)	Common Stock	10	5	\$45.7	29,652 <sup>l</sup>	(7)	D		

## **Explanation of Responses:**

- 1. Balance includes 3,093 shares held in the Employee Stock Purchase Plan.
- $2. \ Balance\ includes\ 2,286\ shares\ acquired\ on\ 03/10/2005\ through\ the\ automatic\ dividend\ reinvestment\ feature\ of\ Exelon\ plans\ reinvestment\ feature\ of\ Exelon\ plans\ reinvestment\ feature\ of\ Exelon\ plans\ reinvestment\ feature\ of\ feature\ feature\$
- 3. Shares held as of 03/21/2005 in a multi-fund 401(k) Plan to be settled in cash upon the reporting person's termination of employment for any reason on a 1:1 basis. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.
- 4. Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vest immediately upon receipt. The remaining shares vest in 1/3 increments on each of the second and third anniversaries of the award date. At the election of the reporting person, under certain circumstances up to one half of the second and third vestings may either be settled in common stock on a 1 for 1 basis, or be settled in cash based on the cash value of the underlying stock on the date of vesting.
- 5. Balance includes 922 shares acquired on 03/10/2005 through the automatic dividend reinvestment feature of Exelon plans.
- 6. Phantom shares held in a multi-fund deferred compensation plan to be settled for cash upon the reporting person's termination of employment for any reason on a 1:1 basis. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.
- 7. Balance includes 251 shares acquired on 03/10/2005 through the automatic dividend reinvestment feature of Exelon plans.

## Remarks:

Scott N. Peters, Attorney in Fact for John W. Rowe

\*\* Signature of Reporting Person

Date

03/21/2005

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).
- \*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.