

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934

March 1, 2002
(Date of earliest
event reported)

Commission File Number	Name of Registrant; State of Incorporation; Address of Principal Executive Offices; and Telephone Number	IRS Employer Identification Number
1-16169	EXELON CORPORATION (a Pennsylvania corporation) 10 South Dearborn Street - 37th Floor P.O. Box 805379 Chicago, Illinois 60680-5379 (312) 394-4321	23-2990190

Item 5. Other Events.

On March 1, 2002, Exelon Corporation issued a press release announcing the sale of its interest in a joint venture with AT&T Wireless. The press release is attached as an exhibit hereto and incorporated herein by reference.

This filing contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and are subject to uncertainty and changes in circumstances. Actual results may vary materially from the expectations contained herein. The forward-looking statements herein include statements about future financial and operating results of Exelon. Economic, business, competitive and/or regulatory factors affecting Exelon's businesses generally could cause actual results to differ materially from those described herein. For a discussion of the factors that could cause actual results to differ materially, please see Exelon's other filings with the Securities and Exchange Commission, particularly those discussed in "Management's Discussion and Analysis of Financial Condition and Results of Operations-- Outlook" in Exelon's 2000 Annual Report. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this filing. Exelon does not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of this filing.

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release issued March 1, 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EXELON CORPORATION

/S/ Ruth Ann M. Gillis

Ruth Ann M. Gillis
Senior Vice President & Principal Financial Officer

March 1, 2002

[LOGO FOR EXELON]

News Release

From: Exelon Corporation
Corporate Communications
P.O. Box 805379
Chicago, IL 60680-5379

For Immediate Release

March 1, 2002

Contact: Donald Kirchoffner, 312.394.3001
Linda Byus, CFA, 312.394.7696

Exelon Corporation Announces Sale of Interest in AT&T Wireless Joint Venture

Exelon Corporation's business unit, Exelon Enterprises, announced an agreement to sell its 49% interest in AT&T Wireless PCS of Philadelphia, LLC (AT&T Wireless Philadelphia) to a subsidiary of AT&T Wireless Services for \$285 million in cash. The transaction is expected to close in the first half of 2002. Formed in 1996, AT&T Wireless Philadelphia is a joint venture of Exelon Communications and AT&T Wireless providing personal communications services (PCS) in the Philadelphia metropolitan trading area. The venture has completed the initial build-out of its digital wireless PCS network and commercially launched PCS service in October 1997.

Exelon Communications, a unit of Exelon Enterprises, expects to record a pretax gain on the sale of approximately \$200 million. The after-tax gain is estimated at approximately \$120 million with a resulting \$0.37 earnings per share (diluted) gain.

The sale of the Exelon interest in the Philadelphia joint venture is consistent with the announced strategy to optimize the value of the Exelon Enterprises portfolio. Proceeds from the transaction will be used for Exelon's general corporate purposes.

Credit Suisse First Boston served as financial advisor to Exelon.

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Exelon Corporation is one of the nation's largest electric utilities with approximately 5 million customers and more than \$15 billion in annual revenues. The company has one of the industry's largest portfolios of electricity generation capacity, with a nationwide reach and strong positions in the Midwest and Mid-Atlantic. Exelon distributes electricity to approximately 5 million customers in Illinois and Pennsylvania and gas to more than 440,000 customers in the Philadelphia area. The company also has holdings in such competitive businesses as energy, infrastructure services, energy services and telecommunications. Exelon is headquartered in Chicago and trades on the NYSE under the ticker EXC.