

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported
 Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed By
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1. Name and Address of Reporting Person* Mitchell, J. Barry (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol Exelon Corporation (EXC)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President		
10 South Dearborn Street, 37th Floor (Street)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year 12/31/2002		
Chicago, IL 60603 (City) (State) (Zip)			5. If Amendment, Date of Original (Month/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							14,922 ⁽¹⁾	D	
Common Stock (401k Shares)							2,563 ⁽²⁾	I	By 401(k) Plan

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).

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FORM 5 (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 (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Deferred Comp. - Phantom Shares	1 for 1						Immediately	None	Common Stock	1,498		1,498 ⁽³⁾	D	
NQ Stock Options 03-01-1993	\$29.6250						(4)		Common Stock	3,200		3,200	D	
NQ Stock Options 02-28-1994	\$26.8750						(4)		Common Stock	3,500		3,500	D	
NQ Stock Options 02-27-1995	\$26.125						(4)		Common Stock	10,000		10,000	D	
NQ Stock Options 02-26-1996	\$28.250						(4)		Common Stock	10,000		10,000	D	
NQ Stock Options 02-24-1997	\$22.250						(4)		Common Stock	10,000		10,000	D	

NQ Stock Options 04-08-1998	\$21.875					(4)		Common Stock	2,000		2,000	D
NQ Stock Options 02-23-1999	\$37.6875					(4)		Common Stock	13,500		13,500	D
NQ Stock Options 02-29-2000	\$37.3125					(4)		Common Stock	10,800		10,800	D
NQ Stock Options 10-20-2000	\$59.50					(4)		Common Stock	12,000		12,000	D
NQ Stock Options 01-28-2002	\$46.92					(4)		Common Stock	15,000		15,000	D

Explanation of Responses:

- (1) Includes 192 shares acquired through automatic dividend reinvestment.
- (2) Shares held as of 12/31/2002 in a multi-fund 401 (k) Plan to be settled upon the reporting person's termination of employment for any reason on a 1:1 basis. Shares are acquired through regular periodic contributions and the automatic reinvestment of dividends.
- (3) Shares held as of 12/31/2002 in a multi-fund Deferred Compensation Plan to be settled upon the reporting person's termination of employment for any reason on a 1:1 basis. Shares are acquired through regular periodic contributions and the automatic reinvestment of dividends.
- (4) Non-qualified stock options vest in 1/3 increments on the first three anniversaries of the grant date (referenced in Column 1) and expire ten years from the grant date unless terminated earlier under the terms of the option plan or grant.

By: /s/ **Scott N. Peters, Esq.**
Attorney in Fact for J. Barry Mitchell
 **Signature of Reporting Person

Feb 13, 2003
 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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