# FORM 5

 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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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OMB APPROVAL

# 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

 Name and Address of Reporting Person\* Issuer Name and Ticker or Trading Symbol Relationship of Reporting Person(s) to Issuer (Check all applicable) Exelon Corporation (EXC) DiBona, Jr., G. Fred X Director 10% Owner I.R.S. Identification Number Officer (give title below) \_ Other (specify below) (Last) (First) (Middle) Statement for of Reporting Person, Month/Year 12/31/2002 10 South Dearborn Street, 37th Floor if an entity (voluntary) 7. Individual or Joint/Group Filing (Check Applicable Line) (Street) 5. If Amendment, Date of Original X Form filed by One Reporting Person Chicago, IL 60603 (Month/Year) Form filed by More than One Reporting Person (City) (State) (Zip) Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security 2A. Trans-4. Securities Acquired (A) or Amount of 6. Owner- 7. Nature of Indirect Disposed of (D) ship Form: Beneficial Ownership Deemed Securities (Instr. 3) action Transaction Execution Code Instr. 3, 4 & 5) Beneficially Direct (D) (Instr. 4) Date Date, (Instr. 8) Owned at End of or Indirect Amount (A) Price (Month/ lif anv Issuer's (I)Dav/ or Month/Dav Fiscal year (Instr. 4) Year) Year) (D) (Instr. 3 & 4) Common Stock (Deferred 2,071 I By Exelon Deferred Stock Unit Plan Shares) Common Stock (Deferred 3,554 By PECO Energy Deferred Stock I Unit Plan Shares) 950 D Common Stock

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	2. Conver-	3.	3A.	4.	5. Number of Derivative		6. Date		7. Tit	le and Amount	8. Price of	9. Number	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Securities Acquired (A) or		Exercisable		of Ur	nderlying	Derivative	of	Owner-	of Indirect
Security	Exercise	action	Execution	action	Disposed of (D)		and Expiration		Secu	rities	Security	Derivative	ship	Beneficial
	Price of	Date	Date,	Code			Date		(Insti	:. 3 & 4)	(Instr. 5)	Securities	Form	Ownership
(Instr. 3)	Derivative	(Month/	r i	(Instr.	(Instr. 3, 4 & 5)		(Month/Day/ Year)					Beneficially	of	(Instr. 4)
	Security										Owned	Deriv-		
			Day/ Year)	8)								at End of	ative	
		Í	,									Year	Security	:
												(Instr. 4)	Direct	
					(A)	(D)	Date	Expira-	Title	Amount or			(D)	
							Exer-	tion		Number of			or	
							cisable	Date		Shares			Indirect	
													(I)	
													(Instr. 4)	

Explanation of Responses:

#### By: /s/ G. Fred DiBona, Jr.

<u>Feb. 6, 2003</u> Date

\*\*Signature of Reporting Person

\*\*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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