

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* <b>Lawrence, Kenneth G.</b> (Last) (First) (Middle) <b>10 South Dearborn Street, 37th Floor</b> (Street) <b>Chicago, IL 60603</b> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>Exelon Corporation (EXC)</b>			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) <b>Senior Vice President</b>		
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year <b>12/31/2002</b>			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		
5. If Amendment, Date of Original (Month/Year)			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	01/01/2002		A	35,000	A			D	
Common Stock	02/25/2002		A	4,912	A			D	
Common Stock	02/25/2002		F	36	D	\$49.67		D	
Common Stock	02/28/2002		F	534	D	\$49.28		D	
Common Stock	04/26/2002		F	87	D	\$51.74	59,218 <sup>(1)</sup>	D	
Common Stock							10	I	By Spouse
Common Stock (Deferred Shares)							1,644 <sup>(2)</sup>	I	By Stock Deferral 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							Immediately	None	Common Stock	8,124		8,124 <sup>(3)</sup>	D	
NQ Stock Options 02-26-1996	\$28.250								Common Stock	20,000		20,000	D	
NQ Stock Options 02-24-	\$22.250								Common Stock	20,000		20,000	D	

1997														
NQ Stock Options 02-29-2000	\$37.3125					(4)		Common Stock	18,600			18,600	D	
NQ Stock Options 10-20-2000	\$59.50					(4)		Common Stock	63,000			63,000	D	
NQ Stock Options 01-28-2002	\$46.92					(4)		Common Stock	45,000			45,000	D	

Explanation of Responses:

- (1) Includes 807 shares acquired through automatic dividend reinvestment.
- (2) Includes 43 shares acquired through automatic dividend reinvestment.
- (3) Shares held as of 12/31/2002 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 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 Kenneth G. Lawrence**  
 \*\*Signature of Reporting Person

**Feb. 12, 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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