FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | |
| Estimated average burden | | | | | | | | |

0.5

hours per response:

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| | | | | | or S | Section | 30(h) | of the | nvestm | ent Co | ompany Act | of 1940 | | | | | | | , | | |
|---|---|---------------------------------|------------------------|---------|---|---|--|--------|------------------------------|--------|---|---|--------------------------|---|---|---|---|--|--|--|--|
| | d Address of | Reporting Person* | | | | | | | er or Tr | | Symbol | | | (Che | eck all app | olicable) | ting Pe | erson(s) to I | | | |
| <u>DEMINIO BROCE</u> | | | | | | | | | | | | | |) | < Direct | ctor | | 10% (| | | |
| (Last) (First) (Middle) 10 SOUTH DEARBORN STREET 37TH FLOOR | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/31/2006 | | | | | | | | | Officer (give title below) | | le Othe belov | | er (specify w) | | | |
| 3/TH FLOOR | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |
| (Street) | O IL | (| 50603 | | | Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | | | | | | | | | | |
| (City) | (St | ate) (| Zip) | | | | | | | | | | | | | | | | | | |
| | | Tabl | e I - No | n-Deriv | ative | Sec | uritie | es Ac | quirec | d, Di | sposed o | f, or E | Benefi | ciall | y Own | ed | | | | | |
| - That of Gooding (monto) | | 2. Transac Date (Month/Da | n/Day/Year) if | | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | | | | and Securities Beneficially Owned Following | | es ially Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | | | | | |
| | | | | | | | | | Code | v | Amount | (A) o (D) | r Pric | e | Reported Transaction(s) (Instr. 3 and 4) | | | | (Instr. 4) | | |
| Common | Stock (Def | erred Stock Unit | s) | 03/31/2 | :006 | | | | A | | 270 | A | \$5 | 5.48 | 9,4 | 9,424 ⁽¹⁾ I De Sto | | | By Exelon Directors' Deferred Stock Unit Plan | | |
| Common Stock (Deferred Stock Units) | | | | | | | | | | | | | | 1,1 | .85 ⁽²⁾ | | I 1 | By Unicom Directors' Retirement Plan | | | |
| Common | Common Stock | | | | | | | | | | | | | | 9,5 | i03 ⁽³⁾ | | D | | | |
| | | Та | | | | | | | | | osed of, convertib | | | | Owned | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | ise (Month/Day/Year) | Execution Date, if any | | 1. Transaction Code (Instr. 3) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Expirat (Month | ion Da | | 7. Title and Amount of Securities Underlying Derivative Security (Inst and 4) | | 3 Do (Ir | Price of erivative ecurity nstr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4) | Owner Form: Direct or Indi (I) (Ins | Ownership | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | I | - 1 | | | l | | | | I | | or | I | | 1 | | | I ' | | |

Date

Exercisable

Expiration

Title

Explanation of Responses:

- 1. Balance also includes 66 shares acquired on 03/10/2006 through the automatic dividend reinvestment feature of Exelon plans.
- $2. \ Balance \ also \ includes \ 8 \ shares \ acquired \ on \ 03/10/2006 \ through \ the \ automatic \ dividend \ reinvestment \ feature \ of \ Exelon \ plans.$
- 3. Balance also includes 68 shares acquired on 03/10/2006 through the automatic dividend reinvestment feature of Exelon plans.

Remarks:

Scott N. Peters, Attorney in Fact for Bruce DeMars

Number

Shares

04/03/2006

** Signature of Reporting Person

Date

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).

Code

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.