

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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 Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>HILZINGER MATTHEW F</u>  (Last) (First) (Middle) 10 SOUTH DEARBORN STREET 37TH FLOOR  (Street) CHICAGO IL 60603  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EXELON CORP [ EXC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President and Controller</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/26/2004</u>	
		6. 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 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/26/2004		A		747 <sup>(1)</sup>	A	(1)	1,368 <sup>(2)</sup>	D	
Common Stock	01/26/2004		F		116	D	\$65.08	0 <sup>(3)</sup>	D	
Common Stock (Deferred Shares)								1,806 <sup>(4)</sup>	I	By Stock Deferral Plan
Common Stock (401k Shares)								213 <sup>(5)</sup>	I	By 401(k) Plan

**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 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
NQ Stock Options 01-26-2004	\$65.08	01/26/2004		A		9,000		(6)	(6)	Common Stock	9,000	(6)	9,000	D	
Performance Shares - Stock Units	(1)	01/26/2004		A		1,495		(1)	(1)	Common Stock	1,495	(1)	2,116 <sup>(2)</sup>	D	

**Explanation of Responses:**

- Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vest immediately upon receipt. The remaining shares vest 1/3 on each of the second and third anniversaries of the award date. At the election of the reporting person, under certain circumstances up to one half of the second and third vestings may either be settled in common stock on a 1 for 1 basis, or be settled in cash based on the cash value of the underlying stock on the date of vesting.
- Unvested Performance Shares previously reported as Common Stock in Table I, which are now subject to the payout election described in Note (1) above, are now shown in Table II.
- Reporting person elected to defer receipt of vested shares, by transferring them to a Stock Deferral Plan net of shares withheld for tax obligations. Balance also reflects the vesting of prior year's awards (621 shares), which were also transferred from direct ownership to the Stock Deferral Plan net of shares withheld for tax obligations.
- Balance includes those shares deferred as noted above, net of shares withheld for tax obligation.
- Shares held as of 01/27/2004 in a multi-fund 401(k) 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.
- Non-qualified stock options awarded pursuant to the Exelon Long Term Incentive Plan. Options vest in 1/4 increments on the first four 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.

**Remarks:**

Scott N. Peters, Esq. Attorney  
in Fact for Matthew H. Hilzinger      01/28/2004

\*\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

