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## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to<br>Section 16. Form 4 or Form 5<br>obligations may continue. See<br>Instruction 1(b). |
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| hours per response: 0 |    |
|-----------------------|----|
|                       | .5 |

| 1. Name and Addre                    | ss of Reporting Person   | n*             | 2. Issuer Name and Ticker or Trading Symbol <u>EXELON CORP</u> [ EXC ] |                          | tionship of Reporting  <br>all applicable)<br>Director | Person(s) to Issuer<br>10% Owner                                  |
|--------------------------------------|--------------------------|----------------|--|--------------------------|--|---|
| (Last)<br>10 SOUTH DEA<br>37TH FLOOR | (First)<br>ARBORN STREET | (Middle)       | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/06/2004         | 6. Individ<br>Line)<br>X | Officer (give title<br>below)<br>Executive Vic         | Other (specify<br>below)<br>re President                          |
| (Street)<br>CHICAGO<br>(City)        | IL<br>(State)            | 60603<br>(Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year)               |                          | Form filed by One F                                    | iling (Check Applicable<br>Reporting Person<br>than One Reporting |

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

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   | 4. Securities<br>Disposed Of<br>5) |               |       | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |
|---------------------------------|--|---|-----------------------------|---|------------------------------------|---------------|-------|---|---|---|
|                                 |  |   | Code                        | v | Amount                             | (A) or<br>(D) | Price | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                |   | (Instr. 4)  |

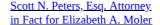
#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Nu<br>of<br>Deriv<br>Secu<br>Acqu<br>(A) or<br>Dispo<br>of (D)<br>(Instr<br>and 5 | rative<br>rities<br>ired<br>r<br>osed | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|--|---------------------------------------|--|--------------------|--|--|---|--|--|---------------------------------------|
|   |   |  |   | Code                         | v | (A)  | (D)                                   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |                                       |
| Deferred<br>Comp.<br>Phantom<br>Shares              | (1)   | 08/06/2004                                 |   | A                            |   | 22   |                                       | (1)  | (1)                | Common<br>Stock  | 22                                     | \$36.01   | 1,830  | D  |                                       |

Explanation of Responses:

1. Phantom shares held 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.

#### **Remarks:**



08/09/2004

\*\* 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.

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.