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EXELON CORP  
Form 8-K  
January 25, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities  
Exchange Act of 1934

January 25, 2002  
(Date of earliest  
event reported)

EXELON CORPORATION  
(Exact name of registrant as specified in its charter)

Pennsylvania  
(State or other  
jurisdiction of  
incorporation)

1-16169  
(SEC  
file number)

23-2990190  
(IRS Employer  
Identification  
Number)

37th Floor, 10 South Dearborn Street  
Post Office Box A-3005  
Chicago, Illinois 60690-3005  
(Address of principal executive offices)

Registrant's telephone number, including area code:  
(312) 394-4321

ITEM 5. OTHER EVENTS

On January 25, 2002, Exelon Corporation issued a press release announcing the restatement of third quarter 2001 results and reaffirming 2001 earnings guidance.

Attached as Exhibit 99.1 is the press release issued today, which is hereby incorporated by reference.

Exhibit

| No.  | Description of Exhibit   |
|------|--|
| 99.1 | Press Release issued by Exelon Corporation dated January 25, 2002. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EXELON CORPORATION

/S/ Ruth Ann M. Gillis

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Senior Vice President &  
Chief Financial Officer

January 25, 2002