

PECO ENERGY CO  
Form 8-K  
April 21, 2004

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**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

**April 16, 2004**

(Date of earliest  
event reported)

<b>Commission File Number</b>	<b>Name of Registrant; State of Incorporation; Address of Principal Executive Offices; and Telephone Number</b>	<b>IRS Employer Identification Number</b>
1-1401	PECO ENERGY COMPANY (a Pennsylvania corporation) P.O. Box 8699 2301 Market Street Philadelphia, Pennsylvania 19101-8699 (215) 841-4000	23-0970240

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**Item 5. Other Events and Item 7. Financial Statements and Exhibits**

On April 16, 2004, PECO Energy Company (PECO) entered into an Underwriting Agreement associated with the issuance of \$75 million of First and Refunding Mortgage Bonds. The Underwriting Agreement is attached to this Report as Exhibit 99.1. PECO's Ratio of Earnings to Fixed Charges for the years 1999 through 2003 is attached to this Report as Exhibit 99.2.

Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Underwriting Agreement
99.2	Ratio of Earnings to Fixed Charges

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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.

PECO ENERGY COMPANY

/s/ J. Barry Mitchell

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J. Barry Mitchell  
Senior Vice President, Treasurer and  
Chief Financial Officer

April 21, 2004