

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)

| Commission File Number | Name of Registrant; State of Incorporation; Address of Principal Executive Offices; and Telephone Number | IRS Employer Identification Number |
|-----------------------------------|---|---|
| 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

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|------------------------------------|
| 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

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

April 21, 2004