FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per

See instruction 1(b). (Print or Type Responses)

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of response 0.5 the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

Name and Address of Reporting Person O'Connor, James J.	2. Issuer Na			ding Sym	bol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X Director 10 Percent Owner Officer (give title below) Other (specify below)						
(Last)(First) (Middle) Unicom Corporation 77 W. Wacker Drive, Suite 4130	3. IRS Ident Reporting P (Voluntary)			4. Staten Month/D								
(Street) Chicago, IL 60601					endment, Da (Month/Day		7. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form Filed by One Reporting Person _ Form filed by More than One Reporting Person					
(City)(State) (Zip)		7	Γable I - N	on-Deriva	tive Securiti	es Acqui	red, Disposed o	f, or Beneficiall	y Owned			
1. Title of Security (Instr. 3)	2. Transaction Date (Month /		3. Transac Code (Ins		4. Securitie Disposed of		ed (A) or tr. 3, 4 and 5)	Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
	Day / Year)	any (Month / Day / Year)	Code	V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock, \$.01 par value	11/01/02		A	V	2,469.5122	A	\$2.46	21,567.2833	D			

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).

> 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 control number.

(Over) SEC 1474 (9-02)

FORM 4 (continued)

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

Ī	1. Title of	2.	3.	3a.	4.		5. Number		6. Date Exerciseable		7. Title and		8. Price of	9. Number of	10.	11. Nature
	Derivative	Conversion	Transaction	Deemed	Transaction of		and Expiration Dat		on Date	Amount of		Derivative	Derivative	Ownership	of Indirect	
ŀ	Security	or Exercise	Date	Execution	Code (Instr. I		Derivative		(Month/Day/Year)		Underlying		Security	Securities	Form of	Beneficial
ı	(Instr. 3)	Price of	(Month /	Date, if	8)		Securities				Securities		(Instr. 5)	Beneficially	Derivative	Ownership
ı		Derivative	Day /	any			Acq	uired	(Instr. 3 ar		. 3 and		Owned	Security:	(Instr. 4)	
ı		Security	Year)	(Month /			(A)	or	4)		(4)		Following	Direct (D)		
ı		-		Day /			Dist	osed of						Reported	or Indirect	
١				Year)			(D)	(Instr.						Transaction(s)	(I) (Instr.	
ı							3, 4,	, and 5)					(Instr. 4)	4)		
ı												Amount				
۱									ъ.	.		or				
ı					Code	V	(A)	(D)	Date	Expiration Date	Title	Number				
ı							\ /		Exercisable	Date		of				
ı												Shares				
ŀ																
ŀ																
ı																
ı																

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

<u>/s/ Sal Lele</u> <u>11/04/02</u>

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 provided is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

** Signature of Reporting Person for James J. O'Connor

Date