

EXELON CORP
Form 4
January 29, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
O'Brien Denis P.

(Last) (First) (Middle)

10 SOUTH DEARBORN STREET, 54TH FLOOR

(Street)

CHICAGO, IL 60603

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EXELON CORP [EXC]

3. Date of Earliest Transaction (Month/Day/Year)
01/27/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr. Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/27/2014		M		35,442	A	\$ 28.2
Common Stock	01/27/2014		M		8,622	A	\$ 28.2
Common Stock	01/27/2014		F		15,799 (1)	D	\$ 28.2
Common Stock	01/27/2014		D		11,860 (2)	D	\$ 28.2
Common Stock - ESPP							1,405

Common Stock (Deferred Shares)	8,053 ⁽³⁾	I	By Stock Deferral Plan
Common Stock	20,000	I	Held by spouse.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)			
Restricted Stock Unit Award 01/27/2014	\$ 0	01/27/2014		A		27,900		<u>(4)</u> <u>(4)</u>	Common stock	27,900
Restricted Stock Unit Award 01/28/2013	\$ 0	01/27/2014		M		8,622		<u>(4)</u> <u>(4)</u>	Common stock	8,622
Performance Shares- Stock Units	\$ 0	01/27/2014		A		12,709		<u>(6)</u> <u>(6)</u>	Common stock	12,709
Performance Shares- Stock Units	\$ 0	01/27/2014		M		35,442		<u>(7)</u> <u>(7)</u>	Common stock	35,442

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Brien Denis P. 10 SOUTH DEARBORN STREET			Sr. Executive Vice President	

54TH FLOOR
CHICAGO, IL 60603

Signatures

Scott N. Peters, Attorney in Fact for Denis P.
O'Brien

01/29/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Shares withheld by the Issuer for reporting person's tax obligation.
- (2) Shares settled in cash on a 1 for 1 basis.
- (3) Balance includes 126 shares acquired on March 8, 2013; 77 shares acquired on June 10, 2013; 80 shares acquired on September 10, 2013; and 88 shares acquired on December 10, 2013 through automatic dividend reinvestment.
- (4) Restricted stock unit award made pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded will vest upon the first, second and third anniversary date that is referenced in column 1.
- (5) Balance includes 395 shares acquired on March 8, 2013; 243 shares acquired on June 10, 2013; 251 shares acquired on September 10, 2013; and 276 shares acquired on December 10, 2013 through automatic dividend reinvestment.
- (6) Transition performance shares awarded pursuant to the Exelon Long Term Incentive Plan in connection with transition from one-year to three-year performance period for the performance share award program. Shares vest immediately upon award.

Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vest immediately upon receipt.
- (7) The remaining shares vest in 1/3 increments on each of the first and second anniversaries of the grant date. Under certain circumstances some or all of the vested shares may be settled in cash on a 1 for 1 basis based on the cash value of the underlying stock on the date of vesting.

Note: File three copies of this Form, one of which must be manually signed. If space 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.