

Edgar Filing: DeFontes Kenneth William Jr. - Form 4

number.

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 Securities (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock options (right to buy) ⁽²⁾ | \$ 50.96 | 03/12/2012 | | D | 29,130 | ⁽³⁾ 02/24/2015 | Common Stock 29,130 |
| Stock options (right to buy) ⁽²⁾ | \$ 75.85 | 03/12/2012 | | D | 24,540 | ⁽⁴⁾ 02/22/2017 | Common Stock 24,540 |
| Stock options (right to buy) ⁽²⁾ | \$ 93.97 | 03/12/2012 | | D | 19,990 | ⁽⁵⁾ 02/21/2018 | Common Stock 19,990 |
| Stock options (right to buy) ⁽²⁾ | \$ 19.76 | 03/12/2012 | | D | 90,140 | ⁽⁶⁾ 02/27/2019 | Common Stock 90,140 |
| Stock options (right to buy) ⁽²⁾ | \$ 35.07 | 03/12/2012 | | D | 49,340 | ⁽⁷⁾ 02/26/2020 | Common Stock 49,340 |
| Stock options (right to buy) ⁽²⁾ | \$ 30.18 | 03/12/2012 | | D | 72,250 | ⁽⁸⁾ 02/25/2021 | Common Stock 72,250 |
| Stock options (right to buy) ⁽²⁾ | \$ 36.49 | 03/12/2012 | | D | 101,350 | ⁽⁹⁾ 02/24/2022 | Common Stock 101,350 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

DeFontes Kenneth William Jr.
100 CONSTELLATION WAY
BALTIMORE, MD 21202

Pres. &
CEO, BGE;
Sr. VP, CEG

Signatures

Sean J. Klein,
Attorney-In-Fact

03/14/2012

__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) Disposition of common stock pursuant to Agreement and Plan of Merger (the "Merger") between Exelon Corporation ("Exelon"), Bolt Acquisition Corporation, and Constellation Energy Group, Inc. ("Constellation"), whereby each share of Constellation common stock, without par value, converted into the right to receive 0.9300 shares of Exelon common stock, without par value, having a closing market value of \$39.81 per share on the effective date of the Merger and a cash payment being made for any fractional shares.
- (2) These are employee stock options.
- (3) Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon common stock, without par value, at an exercise price of \$54.80 per share.
- (4) Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon common stock, without par value, at an exercise price of \$81.56 per share.
- (5) Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon common stock, without par value, at an exercise price of \$101.05 per share.
- (6) Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon common stock, without par value, at an exercise price of \$21.25 per share.
- (7) Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon common stock, without par value, at an exercise price of \$37.71 per share.
- (8) Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon common stock, without par value, at an exercise price of \$32.46 per share.
- (9) Pursuant to the Merger, each Constellation stock option converted into an option to purchase 0.9300 shares of Exelon common stock, without par value, at an exercise price of \$39.24 per share. These stock options were granted on 2/24/12 and will vest on 2/24/13, 2/24/14, and 2/24/15.

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.