

HILZINGER MATTHEW F  
Form 5  
January 24, 2012

# FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
HILZINGER MATTHEW F

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2011

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)  
Senior VP and CFO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |  |  |                                   |
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^   | 17,815 <sup>(1)</sup>  | D  | ^                                 |
| Common Stock - 401k Shares      | ^                                    | ^  | ^                              | ^ ^ ^   | 627 <sup>(2)</sup>   | D  | ^                                 |

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

**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.**

SEC 2270 (9-02)

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|---|-------------------------------|----------------------------|
|  |  |                                      |  |                                | (A)   | (D)  | Date Exercisable | Expiration Date   | Title                         | Amount or Number of Shares |
| Performance Shares - Stock Units           | Â  | Â                                    | Â  | Â                              | Â   | Â  | Â (3)            | Â (3)   | Common Stock                  | 2,088                      |
| Restricted Stock Units 08/01/2008          | Â  | Â                                    | Â  | Â                              | Â   | Â  | Â (5)            | Â (5)   | Common Stock                  | 5,000                      |
| Deferred Comp. Phantom Shares              | Â  | Â                                    | Â  | Â                              | Â   | Â  | Â (6)            | Â (6)   | Common Stock                  | 946                        |
| NQ Stock Options 01/26/2004                | \$ 32.54   | Â                                    | Â  | Â                              | Â   | Â  | Â (7)            | Â (7)   | Common Stock                  | 4,500                      |
| NQ Stock Options 01/24/2005                | \$ 42.85   | Â                                    | Â  | Â                              | Â   | Â  | Â (7)            | Â (7)   | Common Stock                  | 14,000                     |
| NQ Stock Options 01/23/2006                | \$ 58.55   | Â                                    | Â  | Â                              | Â   | Â  | Â (7)            | Â (7)   | Common Stock                  | 10,500                     |
| NQ Stock Options 01/22/2007                | \$ 59.96   | Â                                    | Â  | Â                              | Â   | Â  | Â (7)            | Â (7)   | Common Stock                  | 10,500                     |
| NQ Stock Options 01/28/2008                | \$ 73.29   | Â                                    | Â  | Â                              | Â   | Â  | Â (7)            | Â (7)   | Common Stock                  | 11,000                     |
| NQ Stock Options 01/26/2009                | \$ 56.51   | Â                                    | Â  | Â                              | Â   | Â  | Â (7)            | Â (7)   | Common Stock                  | 14,900                     |
| NQ Stock Options                           | \$ 46.09   | Â                                    | Â  | Â                              | Â   | Â  | Â (7)            | Â (7)   | Common Stock                  | 13,300                     |

