

O'Brien Denis P.  
Form 4  
January 25, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
01/23/2012

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)  
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 Indirect Beneficial Ownership (Instr. 4) |   |                   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |                   |
| Common Stock                    | 01/23/2012                           |  | M                              | V   | 11,198<br>(1) (2)<br>\$ 39.83   | A  | 16,387  | D |                   |
| Common Stock                    | 01/23/2012                           |  | F                              |   | 3,655<br>(3)<br>\$ 39.83  | D  | 13,182  | D |                   |
| Common Stock                    | 01/23/2012                           |  | D                              |   | 2,895<br>(4)<br>\$ 39.83  | D  | 10,287  | D |                   |
| Common Stock - ESPP             |                                      |  |                                |   |   |  | 1,405   | D |                   |
| Common Stock                    |                                      |  |                                |   |   |  | 7,240   | I | By Stock Deferral |

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|                   |  |        |   |  |  |                |
|-------------------|--|--------|---|--|--|----------------|
| (Deferred Shares) |  |        |   |  |  | 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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Performance Shares - Stock Units           | (1)  | 01/23/2012                           |  | A                              | 20,700  | (1)  | (1)   | Common Stock               | 20,700                     |
| Performance Shares - Stock Units           | (1)  | 01/23/2012                           |  | M                              | 11,198<br>(2)   | (1)  | (1)   | Common Stock               | 11,198                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships  |
|---|--|
| O'Brien Denis P.<br>10 SOUTH DEARBORN STREET<br>54TH FLOOR<br>CHICAGO, IL 60603 | Director 10% Owner Officer<br><br>Executive Vice President |

## Signatures

|  |            |
|--|------------|
| Lawrence C. Bachman, Attorney in Fact for Denis P. O'Brien | 01/24/2012 |
| **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).

Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vest immediately upon receipt.

- (1) 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.
- (2) Vested amount includes 1/3 of the current grant and the final 1/3 of the grant made in January 2010.
- (3) Shares withheld by the Issuer for reporting person's tax obligation.
- (4) Shares settled in cash on a 1 for 1 basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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