

EXELON CORP
Form 4
January 29, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DesParte Duane M

(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
__X__ Officer (give title below) ____ Other (specify
below)

SVP and Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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		6,547 A	\$ 28.2	11,165 D
Common Stock	01/27/2014		M		1,352 A	\$ 28.2	12,517 D
Common Stock	01/27/2014		F		2,707 (1) D	\$ 28.2	9,811 D
Common Stock	01/27/2014		D		2,140 (2) D	\$ 28.2	7,671 D

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

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(9-02)

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
Restricted Stock Unit Award 01/27/2014	\$ 0	01/27/2014		A		4,400		<u>(3)</u>	<u>(3)</u>	Common stock	4,400
Restricted Stock Unit Award 01/28/2013	\$ 0	01/27/2014		M		1,352		<u>(3)</u>	<u>(3)</u>	Common stock	1,352
Performance Shares- Stock Units	\$ 0	01/27/2014		A		1,980		<u>(5)</u>	<u>(5)</u>	Common stock	1,980
Performance Shares- Stock Units	\$ 0	01/27/2014		M		6,547		<u>(6)</u>	<u>(6)</u>	Common stock	6,547

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DesParte Duane M 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603	SVP and Controller

Signatures

Scott N. Peters, Attorney in Fact for Duane M.
DesParte

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) 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.
- (4) Balance includes 62 shares acquired on March 8, 2013; 38 shares acquired on June 10, 2013; 39 shares acquired on September 10, 2013; and 43 shares acquired on December 10, 2013 through automatic dividend reinvestment.
- (5) 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. 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.
- (6)

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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