

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 \*  
Cornew Kenneth W.

(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)  
President & CEO; Generation

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                              |   | 28,514 A \$ 28.2  | 55,329 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 01/27/2014                           |  | M                              |   | 9,835 A \$ 28.2   | 65,164   | D                                 |
| Common Stock                    | 01/27/2014                           |  | F                              |   | 14,910 <sub>(2)</sub> D \$ 28.2   | 50,254   | D                                 |
| Common Stock                    | 01/27/2014                           |  | D                              |   | 17,914 <sub>(3)</sub> D \$ 28.2   | 32,341   | D                                 |

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) | Date Exercisable   | Expiration Date |   |                            |
| Restricted Stock Unit Award<br>01/27/2014  | \$ 0   | 01/27/2014                           |  | A                              |   | 33,400        |     | (5)  | (5)             | Common stock  | 33,400                     |
| Restricted Stock Unit Award<br>01/28/2013  | \$ 0   | 01/27/2014                           |  | M                              |   | 9,835         |     | (5)  | (5)             | Common stock  | 9,835                      |
| Performance Shares - Stock Units           | \$ 0   | 01/27/2014                           |  | A                              |   | 14,078<br>(7) |     | (7)  | (7)             | Common Stock  | 14,078                     |
| Performance Shares - Stock Units           | \$ 0   | 01/27/2014                           |  | M                              |   | 28,514        |     | (4)  | (4)             | Common Stock  | 28,514                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| Cornew Kenneth W.<br>10 SOUTH DEARBORN STREET<br>54TH FLOOR<br>CHICAGO, IL 60603 |               |           | President & CEO; Generation |       |

## Signatures

Scott N. Peters, Attorney in Fact for Kenneth W. Cornew  
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) Balance includes 375 shares acquired on March 8, 2013; 227 shares acquired on June 10, 2013; 265 shares acquired on September 10, 2013; and 291 shares acquired on December 10, 2013 through automatic dividend reinvestment.

(2) Shares withheld by the Issuer for reporting person's tax obligation.

(3) Shares settled in cash on a 1 for 1 basis.

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

(4) 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.

(5) 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.

(6) Balance includes 394 shares acquired on March 8, 2013; 242 shares acquired on June 10, 2013; 286 shares acquired on September 10, 2013; and 315 shares acquired on December 10, 2013 through automatic dividend reinvestment.

(7) 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.

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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