

EXELON CORP  
Form 8-K  
October 29, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

October 27, 2009

Date of Report (Date of earliest event reported)

Exact Name of Registrant as Specified in Its Charter;

State of Incorporation; Address of Principal Executive

IRS Employer

Commission File  
Number  
1-16169

Offices; and Telephone Number  
**EXELON CORPORATION**

Identification Number  
23-2990190

(a Pennsylvania corporation)

10 South Dearborn Street

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**P.O. Box 805379**

**Chicago, Illinois 60680-5379**

**(312) 394-7398**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 5-Corporate Governance and Management**

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***Third Amended and Restated Employment Agreement with John W. Rowe***

On October 27, 2009, Exelon Corporation (Exelon) approved an amendment to its existing employment agreement with John W. Rowe, its Chairman and Chief Executive Officer. The purpose of the amendment was to reflect Mr. Rowe's agreement to remain at Exelon through December 31, 2012 at the request of the Exelon board of directors. The amendment:

extends the retirement date provided under the existing agreement by 18 months from July 1, 2011 to December 31, 2012;

retains the current phase-out of regular and change-in-control severance benefits as of July 1, 2011, so that there will be no severance payable upon any termination of employment after July 1, 2011;

eliminates the excise tax gross-up in accordance with the policy adopted by Exelon's Compensation Committee on April 2, 2009; and

eliminates post-retirement income tax preparation, financial and estate planning services.

The amendment does not affect any other compensation, benefits or perquisites. A copy of the agreement is attached as Exhibit 99.1.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

**Exhibit**

| No.  | Description  |
|------|--|
| 99.1 | Third Amended and Restated Employment Agreement with John W. Rowe<br>* * * * * |

This Current Report includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties. The factors that could cause actual results to differ materially from these forward-looking statements include those discussed herein as well as those discussed in (1) Exelon's 2008 Annual Report on Form 10-K in (a) ITEM 1A. Risk Factors, (b) ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) ITEM 8. Financial Statements and Supplementary Data: Note 18; (2) Exelon's Third Quarter 2009 Quarterly Report on Form 10-Q in (a) Part II, Other Information, ITEM 1A. Risk Factors and (b) Part I, Financial Information, ITEM 1. Financial Statements: Note 14; and (3) other factors discussed in filings with the Securities and Exchange Commission by Exelon. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this Current Report. None of the Registrants undertakes any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this Current Report.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, each Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EXELON CORPORATION**

/s/ MATTHEW F. HILZINGER  
**Matthew F. Hilzinger**  
**Senior Vice President and Chief Financial Officer**  
**Exelon Corporation**

October 29, 2009

**EXHIBIT INDEX**

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