

O'Brien Denis P.  
Form 5  
February 13, 2009

**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 \*  
O'Brien Denis P.

2. Issuer Name and Ticker or Trading Symbol  
EXELON CORP [EXC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

10 SOUTH DEARBORN STREET, 54TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60603

(City) (State) (Zip)

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)	(A) or (D)	Price	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)
Common Stock	^	^	^	^	^	^	24,151 <sup>(1)</sup>	D	^
Common Stock - Deferred Shares	^	^	^	^	^	^	6,284 <sup>(2)</sup>	I	By Stock Deferral Plan

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

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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	17,272
Restricted Stock Units 02/01/2006	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	2,498
NQ Stock Options 02/29/2000	\$ 18.66	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	8,000
NQ Stock Options 08/01/2000	\$ 21.91	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	9,000
NQ Stock Options 01/27/2003	\$ 24.805	Â	Â	Â	Â	Â	Â (8)	Â (8)	Common Stock	30,000
NQ Stock Options 01/26/2004	\$ 32.54	Â	Â	Â	Â	Â	Â (8)	Â (8)	Common Stock	30,000
NQ Stock Options 01/24/2005	\$ 42.85	Â	Â	Â	Â	Â	Â (8)	Â (8)	Common Stock	29,000
NQ Stock Options 01/23/2006	\$ 58.55	Â	Â	Â	Â	Â	Â (8)	Â (8)	Common Stock	20,000
NQ Stock Options	\$ 59.96	Â	Â	Â	Â	Â	Â (8)	Â (8)	Common Stock	19,000

