

EXELON CORP  
Form 5  
January 23, 2017

**FORM 5**

**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).  
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 \*  
SHATTUCK MAYO A III

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2016

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)  
Chairman

6. Individual or Joint/Group Reporting

(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)	(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	^	^	^	^	^	^	367,649	D	^
Common Stock (401k Shares)	^	^	^	^	^	^	2,044 <sup>(1)</sup>	I	By 401k Plan
Common Stock	^	^	^	^	^	^	10,000 <sup>(2)</sup>	I	By Lizzie Mae, LLC
Common	^	^	^	^	^	^	13,344	I	By. Exelon

Stock  
(Deferred  
stock units)

Directors  
Deferred  
Stock Unit  
Plan

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)	8. Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
NQ Stock Option 04/02/2012	\$ 39.21	Â	Â	Â	Â	Â	Â (3)	Â (3)	Common Stock	247,000
NQ Stock Option 02/24/2012	\$ 39.24	Â	Â	Â	Â	Â	Â (4)	Â (4)	Common Stock	653,511
NQ Stock Option 02/25/2011	\$ 32.46	Â	Â	Â	Â	Â	Â (4)	Â (4)	Common Stock	465,892
NQ Stock Option 02/26/2010	\$ 37.71	Â	Â	Â	Â	Â	Â (4)	Â (5)	Common Stock	379,337
NQ Stock Option 02/21/2008	\$ 101.05	Â	Â	Â	Â	Â	Â (5)	Â (5)	Common Stock	210,961
NQ Stock Option 02/22/2007	\$ 81.56	Â	Â	Â	Â	Â	Â (5)	Â (5)	Common Stock	272,527

## Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

SHATTUCK MAYO A III  
10 SOUTH DEARBORN STREET  
54TH FLOOR  
CHICAGO, IL 60603

X    Chairman

## Signatures

Scott N. Peters, Esq. Attorney in Fact for Mayo A. Shattuck III

01/20/2017

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 held as of December 31, 2016 in a multi-fund 401(k) Plan to be settled in cash upon the reporting person's termination of employment for any reason on a 1:1 basis. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.  
  
Lizzie Mae, LLC, is a limited liability company of which the reporting person is the manager and into which the reporting person transferred shares of his Exelon common stock. On December 18, 2012, the reporting person transferred 1/3 membership interests in Lizzie Mae, LLC, to each of three trusts, each one for the benefit of one of the reporting person's three minor children. The reporting person's wife is a trustee of each of the trusts. The reporting person disclaims beneficial ownership of the Exelon Corporation common stock held by Lizzie Mae LLC except to the extent of his pecuniary interest therein.
  - (3) Non-qualified employee stock options, awarded pursuant to the Exelon Long Term Incentive Plan. The grant is fully vested and will expire on March 1, 2018.  
  
Non-qualified employee stock options originally granted by Constellation Energy Group that vested and were converted pursuant to the Merger Agreement. Each Constellation option was converted into an option to purchase Exelon common stock at the rate of 0.93 shares of Exelon common stock for each share of Constellation common stock at a strike price equal to the quotient of the original Constellation strike price and 0.93. The grant is fully vested and will expire on March 1, 2018.
  - (5) Non-qualified employee stock options originally granted by Constellation Energy Group that vested and were converted pursuant to the Merger Agreement. Each Constellation option was converted into an option to purchase Exelon common stock at the rate of 0.93 shares of Exelon common stock for each share of Constellation common stock at a strike price equal to the quotient of the original Constellation strike price and 0.93. The grant is fully vested and will expire on the tenth anniversary of the grant date referenced in Column 1.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.