

O'Brien Denis P.
Form 5
January 19, 2018

FORM 5

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).
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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
O'Brien Denis P.

(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)
12/31/2017

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)
Sr. Executive Vice President

6. Individual or Joint/Group Reporting

(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)	(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	Â	Â	Â	Â	Â	Â	57,243	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	10,000	I	Held by spouse
Common Stock (ESPP Shares)	Â	Â	Â	Â	Â	Â	1,405	D	Â
	Â	Â	Â	Â	Â	Â	9,339 ⁽¹⁾	I	

Common
Stock
(Deferred
Shares)By Stock
Deferral
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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit Awards	\$ 0	Â	Â	Â	Â	Â	Â (2)	Â (2)	Common Stock	53,706
Deferred Compensation Equivalent Shares	\$ 0	Â	Â	Â	Â	Â	Â (4)	Â (4)	Common Stock	6,145
NQ Stock Option 03/12/2012	\$ 39.81	Â	Â	Â	Â	Â	Â (6)	Â (6)	Common Stock	102,000
NQ Stock Option 01/24/2011	\$ 43.4	Â	Â	Â	Â	Â	Â (6)	Â (6)	Common Stock	49,000
NQ Stock Option 01/25/2010	\$ 46.09	Â	Â	Â	Â	Â	Â (6)	Â (6)	Common Stock	27,000
NQ Stock Option 01/26/2009	\$ 56.51	Â	Â	Â	Â	Â	Â (6)	Â (6)	Common Stock	30,700
NQ Stock Option 01/28/2008	\$ 73.29	Â	Â	Â	Â	Â	Â (6)	Â (6)	Common Stock	22,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Brien Denis P. 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603	Â	Â	Â Sr. Executive Vice President	Â

Signatures

Scott N. Peters, Esq. Attorney in Fact for Denis P.
O'Brien

01/19/2018

__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 shares acquired through automatic dividend reinvestment as follows: 82, 81, 79 and 74 shares acquired on March 10, 2017, June 9, 2017, September 8, 2017 and December 9, 2017 respectively.
Restricted stock unit awards made pursuant to the Exelon Long Term Incentive Plan. Share awards are made annually in January at the
- (2) Compensation and Leadership Development committee's meeting and vest in 1/3 increments on the date of the committee's January meeting in the first, second and third years after the award was made.
Balance consists of unvested shares remaining from the awards granted in January of the previous three years along with shares acquired
- (3) through automatic dividend reinvestment as follows: 472, 468, 453 and 425 shares acquired on March 10, 2017, June 9, 2017, September 8, 2017 and December 9, 2017 respectively.
Phantom share equivalents representing units held in the Exelon stock fund in a multi-fund, non-qualified deferred compensation plan. The Exelon stock fund is a unitized fund that consists of Exelon common stock and short term investments. Units of the fund will be
- (4) settled upon the reporting person's separation from the board for any reason. Units will be settled in cash. Units are acquired through regular periodic contributions, company matching contributions and the reinvestment of dividend equivalents. The balance of phantom share equivalents may fluctuate from time to time due to fluctuations in the fund composition.
- (5) Balance includes 55, 58, 52 and 46 share equivalents accrued on February 13, 2017, May 11, 2017, August 11, 2017 and November 14, 2017 respectively through automatic dividend reinvestment.
- (6) Non qualified employee stock options, awarded pursuant to the Exelon Long Term Incentive Plan. Options vest in 1/4 increments on each of the first four anniversaries of the grant date, referenced in column one, and expire on the tenth anniversary of the grant date.

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