

Innocenzo Michael  
Form 5  
January 29, 2019

**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  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
Innocenzo Michael

(Last) (First) (Middle)

10 S. DEARBORN  
STREET, 54TH FLOOR

(Street)

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

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2018

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)

President & CEO of PECO

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60603

(City) (State) (Zip)

\_\_\_\_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)	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 Â	29,092	D	Â
Common Stock (ESPP Shares)	Â	Â	Â	Â Â Â Â	1,662 <sup>(1)</sup>	D	Â

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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit Awards 2016	\$ 0	Â	Â	Â	Â Â	Â (2) Â (2)	Common Stock 1,675
Restricted Stock Unit Awards 2017	\$ 0	Â	Â	Â	Â Â	Â (2) Â (2)	Common Stock 2,499
Restricted Stock Unit Awards 2018	\$ 0	Â	Â	Â	Â Â	Â (2) Â (2)	Common Stock 7,022
Deferred Compensation Equivalent Shares	\$ 0	Â	Â	Â	Â Â	Â (6) Â (6)	Common Stock 1,819
NQ Stock Option (right to buy) 03/12/2012	\$ 39.81	Â	Â	Â	Â Â	Â (8) Â (8)	Common Stock 16,000
NQ Stock Option (right to buy) 01/25/2010	\$ 46.09	Â	Â	Â	Â Â	Â (8) Â (8)	Common Stock 4,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Innocenzo Michael 10 S. DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603	Â	Â	Â President & CEO of PECO	Â

## Signatures

Katherine A. Smith, Attorney-in-Fact for Michael  
Innocenzo

01/29/2019

\_\_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 acquired through Exelon's Section 423 tax-qualified Employee Stock Purchase Plan.

Previously awarded restricted stock units (RSUs) granted pursuant to the Exelon Long Term Incentive Plan. RSUs are granted annually at the Compensation and Leadership Development committee's first meeting in January or February and vest in 1/3 increments on the date of the committee's first annual meeting in the first, second and third years after the award was granted. Award balances accrue additional RSUs through quarterly dividend reinvestment that vest on the same schedule as the underlying award.

(3) Balance includes 39 shares acquired through quarterly dividend reinvestment during 2018.

(4) Balance includes 58 shares acquired through quarterly dividend reinvestment during 2018.

(5) Balance includes 164 shares acquired through quarterly dividend reinvestment during 2018.

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 settled upon the reporting person's separation from the company 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 due to periodic changes in the fund composition.

(7) Balance includes 43 share equivalents accrued through quarterly dividend reinvestment during 2018.

(8) Non qualified employee stock options, awarded pursuant to the Exelon Long Term Incentive Plan. Options are fully vested and 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.