

EXELON CORP  
Form 8-K  
April 06, 2012

**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**

**April 2, 2012**

**Date of Report (Date of earliest event reported)**

**Exact Name of Registrant as Specified in Its Charter;**

**State of Incorporation; Address of Principal Executive**

**Commission File  
Number**  
1-16169

**EXELON CORPORATION**  
**Offices; and Telephone Number**

**IRS Employer  
Identification Number**  
23-2990190

**(a Pennsylvania corporation)**

10 South Dearborn Street

P.O. Box 805379

Chicago, Illinois 60680-5379

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(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.**

As previously disclosed, effective on March 12, 2012, the Exelon Corporation (Exelon) Board of Directors (Board) had approved the continuation of the base salaries of Christopher M. Crane, Exelon's President and Chief Executive Officer, and Mayo A. Shattuck III, Exelon's Executive Chairman at the current levels in effect with their employers immediately prior to the effective time of the merger of Constellation Energy Group, Inc. into a wholly-owned subsidiary of Exelon, pending further action by the Board on their compensation. On April 2, 2012, the Compensation Committee of the Exelon Board recommended, and the independent directors approved, compensation for 2012 for Messrs. Crane and Shattuck. For Mr. Crane, the Board approved a base salary of \$1,150,000, an annual incentive plan target of 120%, a performance share award program target of 108,000 performance shares, and a grant of options to purchase 285,000 shares of Exelon's common stock. For Mr. Shattuck, the Board approved a base salary of \$1,150,000, an annual incentive plan target of 120%, a performance share award program target of 92,000 performance shares, and a grant of options to purchase 247,000 shares of Exelon's common stock. The base salary changes and the stock options grants are effective as of April 2, 2012, and the incentive plan targets are retroactive to January 1, 2012. Other benefits and the terms of the performance shares and stock options are consistent with previous disclosures.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On April 2, 2012, Exelon held its annual meeting of shareholders. The final results of voting on each of the matters submitted to a vote of security holders during Exelon's annual meeting of shareholders:

**1. Election of Directors**

|                       | FOR         | AGAINST    | ABSTAIN   | BROKER NON-VOTE |
|-----------------------|-------------|------------|-----------|-----------------|
| Ann C. Berzin         | 406,902,336 | 4,640,882  | 2,258,067 | 118,952,945     |
| John A. Canning, Jr.  | 400,964,556 | 10,915,495 | 1,921,234 | 118,952,945     |
| Christopher M. Crane  | 404,940,167 | 6,993,830  | 1,867,288 | 118,952,945     |
| M. Walter D Alessio   | 396,612,095 | 15,054,723 | 2,134,467 | 118,952,945     |
| Yves C. de Balmann    | 405,907,167 | 5,590,812  | 2,303,306 | 118,952,945     |
| Nicholas DeBenedictis | 400,661,186 | 11,227,614 | 1,912,485 | 118,952,945     |
| Nelson A. Diaz        | 406,076,932 | 5,832,735  | 1,891,618 | 118,952,945     |
| Sue L. Gin            | 403,042,329 | 8,865,721  | 1,893,235 | 118,952,945     |
| Rosemarie B. Greco    | 397,472,528 | 14,227,692 | 2,101,065 | 118,952,945     |
| Paul L. Joskow        | 407,358,472 | 4,511,086  | 1,931,727 | 118,952,945     |
| Robert J. Lawless     | 405,675,731 | 5,819,259  | 2,306,295 | 118,952,945     |
| Richard W. Mies       | 406,228,270 | 5,559,640  | 2,013,375 | 118,952,945     |
| William C. Richardson | 399,882,191 | 11,790,198 | 2,128,896 | 118,952,945     |
| Thomas J. Ridge       | 405,470,267 | 6,425,709  | 1,905,309 | 118,952,945     |
| John W. Rogers, Jr.   | 401,155,462 | 10,280,377 | 2,365,446 | 118,952,945     |
| Mayo A. Shattuck III  | 400,212,334 | 11,322,938 | 2,266,013 | 118,952,945     |
| Stephen D. Steinour   | 395,009,042 | 16,579,411 | 2,212,832 | 118,952,945     |
| Don Thompson          | 404,898,841 | 6,740,142  | 2,162,302 | 118,952,945     |

**2. Ratification of PricewaterhouseCoopers LLP as Exelon's Independent Accountant for 2012**

| FOR         | AGAINST   | ABSTAIN   |
|-------------|-----------|-----------|
| 523,070,173 | 7,696,020 | 1,988,037 |

**3. The advisory vote on Exelon's 2011 executive compensation**

| FOR         | AGAINST    | ABSTAIN   | BROKER NON-VOTE |
|-------------|------------|-----------|-----------------|
| 309,972,015 | 99,436,867 | 4,392,403 | 118,952,945     |

\* \* \* \* \*

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 2011 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) Constellation Energy Group, Inc.'s 2011 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 12; and (3) other factors discussed in filings with the Securities and Exchange Commission by the Registrant. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this Current Report. The Registrant does not undertake 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, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EXELON CORPORATION**

/s/ Jonathan W. Thayer  
Jonathan W. Thayer  
Executive Vice President and Chief Financial Officer  
Exelon Corporation

April 6, 2012