EXELON CORP Form 4 January 28, 2015

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005

SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * SHATTUCK MAYO A III

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First)

(Street)

(State)

(Middle)

(Zip)

EXELON CORP [EXC]

(Check all applicable)

10 SOUTH DEARBORN

3. Date of Earliest Transaction (Month/Day/Year)

01/26/2015

_X__ Director 10% Owner Officer (give title

X Other (specify below) below) Chairman

STREET, 54TH FLOOR

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CHICAGO, IL 60603

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. Transactic Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A) or	ъ.	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	01/26/2015		Code V M	Amount 5,056	(D)	Price \$ 37.34	415,994 <u>(1)</u>	D	
Common Stock	01/26/2015		F	1,554 (2)	D	\$ 37.34	414,440	D	
Common Stock	01/26/2015		D	3,502 (3)	D	\$ 37.34	410,938	D	
Common Stock							1,901 (4)	I	By 401(k) plan
Common Stock							78,519 <u>(5)</u>	I	By Lizzie Mae, LLC

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Common			By Exelon Directors
Stock - Deferred Stock Units	5,906	I	Deferred Stock Unit
Stock Units			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)

I S	. 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. Transactio Code (Instr. 8)	5. NumborDerivative Securities Acquired Disposed (Instr. 3, 5)	es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
5	Performance Shares- Stock Units	\$ 0	01/26/2015		A	5,056		<u>(6)</u>	<u>(6)</u>	Common stock	5,056
5	Performance Shares- Stock Units	\$ 0	01/26/2015		M		5,056	<u>(6)</u>	<u>(6)</u>	Common stock	5,056

Reporting Owners

		•					
Director	10% Owner	Officer	Other				
X			Chairman				
Signatures							
Lawrence C. Bachman, Attorney in Fact for Mayo A. Shattuck							
**Signature of Reporting Person							
	X Fact for M	X Fact for Mayo A.	X Fact for Mayo A.				

Reporting Owners 2

Relationships

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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 2,206 shares acquired on March 10, 2014; 1,755 shares acquired on June 10, 2014; 1,990 shares acquired on September 10, 2014; and 1,829 shares acquired on December 10, 2014 through automatic dividend reinvestment.
- (2) Shares withheld by the Issuer for reporting person's tax obligation.
- (3) Shares settled in cash on a 1 for 1 basis.
- Shares held as of December 31, 2014 in a multi-fund 401(k) Plan to be settled in cash upon the reporting person's termination of (4) employment for any reason on a 1:1 basis. Shares are acquired through regular periodic contributions, company matching contributions,

Lizzie Mae, LLC, is a limited liability company of which the reporting person is the manager and to which the reporting person

- (4) 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.
- transferred 78,519 shares of his Exelon common stock. On December 18, 2012, the reporting person transferred 1/3 membership interests

 (5) 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
- (5) 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.
- (6) Transition performance shares awarded pursuant to the Exelon Long Term Incentive Plan in connection with transition from one-year to three-year performance period for the performance share award program. Shares vest immediately upon award.

Note: File three copies of this Form, one of which must be manually signed. If space 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.