

EXELON CORP  
Form 5  
January 24, 2007

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
ROWE JOHN W

(Last) (First) (Middle)

10 SOUTH DEARBORN STREET, 37TH 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)  
12/31/2006

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, President and CEO

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 Ownership (Instr. 4)
Common Stock	^	^	^	^	^	^	237,179 <sup>(1)</sup>	D	^
Common Stock - Deferred Shares	^	^	^	^	^	^	280,514 <sup>(2)</sup>	I	By Stock Deferral Plan
Common Stock - 401(k)	^	^	^	^	^	^	5,844 <sup>(3)</sup>	D	^

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Common Stock    Â                      Â                      Â                      Â                      Â                      Â                      3,500                      I                      Held by spouse.

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
Performance Shares - Stock Units	Â	Â	Â	Â	Â	Â	Â (4)	Â (4)	Common Stock	99,124
Deferred Comp. - Phantom Shares	Â	Â	Â	Â	Â	Â	Â (6)	Â (6)	Common Stock	34,077
NQ Stock Options 01/02/2002	\$ 33.94	Â	Â	Â	Â	Â	Â (8)	Â (8)	Common Stock	192,444
NQ Stock Options 01/27/2003	\$ 24.805	Â	Â	Â	Â	Â	Â (9)	Â (8)	Common Stock	400,000
NQ Stock Options 01/26/2004	\$ 32.54	Â	Â	Â	Â	Â	Â (9)	Â (9)	Common Stock	350,000
NQ Stock Options 01/24/2005	\$ 42.85	Â	Â	Â	Â	Â	Â (9)	Â (9)	Common Stock	400,000
NQ Stock Options 01/23/2006	\$ 58.55	Â	Â	Â	Â	Â	Â (9)	Â (9)	Common Stock	229,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROWE JOHN W 10 SOUTH DEARBORN STREET 37TH FLOOR CHICAGO, IL 60603	Â	Â	Â Chairman, President and CEO	Â

## Signatures

John W. Rowe                      01/17/2007

\_\_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 3,618 shares acquired through the Employee Stock Purchase Plan.
- (2) Balance includes 1,957 shares acquired on 03/10/06, 1,872 shares on 06/12/06, 1,875 shares on 09/10/06 and 1,807 shares on 12/11/2006 through the automatic dividend reinvestment feature of Exelon plans.  
  
Shares held as of 12/31/2006 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.
- (3) Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vest immediately upon receipt. The remaining shares vest in 1/3 increments on each of the second and third anniversaries of the award date. Under certain circumstances some or all of the vested shares may be settled in cash on a 1 for 1 basis based on the cash value of the underlying stock on the date of vesting.
- (4) Balance includes 692 shares acquired on 03/10/06, 662 shares on 06/12/06, 663 shares on 09/10/06 and 638 shares on 12/11/2006 through the automatic dividend reinvestment feature of Exelon plans.  
  
Phantom shares held in a multi-fund deferred compensation plan to be settled for 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.
- (5) Balance includes 233 shares acquired on 03/10/06, 226 shares on 06/12/06, 226 shares on 09/10/06 and 218 shares on 12/11/2006 through the automatic dividend reinvestment feature of Exelon plans.
- (6) Non qualified employee stock options, awarded pursuant to the Exelon Long Term Incentive Plan. Options vest in 1/3 increments on each of the first three anniversaries of the grant date, referenced in column one, and expire on the tenth anniversary of the grant date.
- (7) 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.

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.