

CLARK FRANK M
Form 4
February 20, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARK FRANK M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10 SOUTH DEARBORN STREET, 54TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chairman and CEO of ComEd

CHICAGO, IL 60603

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/19/2008 | | M | 13,500 (1) A \$ 32.54 | 44,190 (2) | D | |
| Common Stock | 02/19/2008 | | S | 200 (1) D \$ 78.87 | 43,990 | D | |
| Common Stock | 02/19/2008 | | S | 200 D \$ 78.88 | 43,790 | D | |
| Common Stock | 02/19/2008 | | S | 700 D \$ 78.89 | 43,090 | D | |
| Common Stock | 02/19/2008 | | S | 200 D \$ 78.91 | 42,890 | D | |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|--------|---|
| Common Stock | 02/19/2008 | S | 200 | D | \$ 78.93 | 42,690 | D |
| Common Stock | 02/19/2008 | S | 100 | D | \$ 78.95 | 42,590 | D |
| Common Stock | 02/19/2008 | S | 400 | D | \$ 78.96 | 42,190 | D |
| Common Stock | 02/19/2008 | S | 800 | D | \$ 78.97 | 41,390 | D |
| Common Stock | 02/19/2008 | S | 200 | D | \$ 78.98 | 41,190 | D |
| Common Stock | 02/19/2008 | S | 100 | D | \$ 78.99 | 41,090 | D |
| Common Stock | 02/19/2008 | S | 500 | D | \$ 79 | 40,590 | D |
| Common Stock | 02/19/2008 | S | 200 | D | \$ 79.03 | 40,390 | D |
| Common Stock | 02/19/2008 | S | 200 | D | \$ 79.04 | 40,190 | D |
| Common Stock | 02/19/2008 | S | 200 | D | \$ 79.05 | 39,990 | D |
| Common Stock | 02/19/2008 | S | 400 | D | \$ 79.08 | 39,590 | D |
| Common Stock | 02/19/2008 | S | 300 | D | \$ 79.1 | 39,290 | D |
| Common Stock | 02/19/2008 | S | 200 | D | \$ 79.11 | 39,090 | D |
| Common Stock | 02/19/2008 | S | 500 | D | \$ 79.13 | 38,590 | D |
| Common Stock | 02/19/2008 | S | 400 | D | \$ 79.14 | 38,190 | D |
| Common Stock | 02/19/2008 | S | 800 | D | \$ 79.18 | 37,390 | D |
| Common Stock | 02/19/2008 | S | 800 | D | \$ 79.19 | 36,590 | D |
| Common Stock | 02/19/2008 | S | 200 | D | \$ 79.21 | 36,390 | D |
| Common Stock | 02/19/2008 | S | 200 | D | \$ 79.24 | 36,190 | D |
| Common Stock | 02/19/2008 | S | 300 | D | \$ 79.26 | 35,890 | D |
| | 02/19/2008 | S | 400 | D | | 35,490 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-----|-------|---------|--------|--|---|
| Common Stock | | | | | \$ | | | | |
| | | | | | 79.29 | | | | |
| Common Stock | 02/19/2008 | | S | 100 | D | \$ 79.3 | 35,390 | | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| NQ Stock Options 01/26/2004 | \$ 32.54 | 02/19/2008 | | A | 13,500 | (3) (3) | Common Stock | 13,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CLARK FRANK M
10 SOUTH DEARBORN STREET
54TH FLOOR
CHICAGO, IL 60603

Chairman and CEO of ComEd

Signatures

Scott N. Peters, Attorney in Fact for Frank M. Clark

02/20/2008

**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)

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Exercise and all reported sales made pursuant to a rule 10b5-1 trading plan entered into on September 13, 2007. Shares were sold through small lots which are reported as individual sales on this form and on other Form 4's being filed simultaneously because the EDGAR system will only accept 30 transactions on a single form.

- (2) Balance includes 5,000 restricted shares.
- (3) 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 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.