

EXELON CORP  
Form 4  
January 30, 2013

**FORM 4**

**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).

**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

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(Print or Type Responses)

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

(Last) (First) (Middle)

**10 SOUTH DEARBORN  
STREET, 54TH FLOOR**

(Street)

**CHICAGO, IL 60603**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/28/2013**

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) ☐ Executive Chairman

6. Individual or Joint/Group Filing(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<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                                   | 01/28/2013                              |                                                             | M                                       | 38,333 A                                                                | \$<br>31.18                                                                                                        | 404,343                                                              | D                                                                 |
| Common<br>Stock                                   | 01/28/2013                              |                                                             | F                                       | 15,204<br>(1) D                                                         | \$<br>31.18                                                                                                        | 389,139                                                              | D                                                                 |
| Common<br>Stock                                   | 01/28/2013                              |                                                             | D                                       | 23,130<br>(2) D                                                         | \$<br>31.18                                                                                                        | 366,010                                                              | D                                                                 |
| Common<br>Stock-<br>Restricted<br>Stock<br>Shares |                                         |                                                             |                                         |                                                                         |                                                                                                                    | 69,224 (4)                                                           | D                                                                 |

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|              |                       |   |                    |
|--------------|-----------------------|---|--------------------|
| Common Stock | 1,757 <sup>(3)</sup>  | I | By 401(k) plan     |
| Common Stock | 78,519 <sup>(5)</sup> | I | By Lizzie Mae, LLC |

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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Am Num Sha                                            |
| Performance Shares- Stock Units            | <u>(6)</u>                                             | 01/28/2013                           |                                                    | A                              | 115,000                                                                                 | <u>(6)</u> <u>(6)</u>                                    | Common stock 11                                             |
| Performance Shares- Stock Units            | <u>(6)</u>                                             | 01/28/2013                           |                                                    | M                              | 38,333                                                                                  | <u>(6)</u> <u>(6)</u>                                    | Common stock 38                                             |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships                    |
|------------------------------------------------------------------------------------|----------------------------------|
|                                                                                    | Director 10% Owner Officer Other |
| SHATTUCK MAYO A III<br>10 SOUTH DEARBORN STREET<br>54TH FLOOR<br>CHICAGO, IL 60603 | X Executive Chairman             |

## Signatures

Scott N. Peters, Attorney in Fact for Mayo A. Shattuck 01/29/2013

        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).

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(1) Shares withheld by the Issuer for reporting person's tax obligation.

(2) Shares settled in cash on a 1 for 1 basis.

Shares held as of 12/31/2012 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.

(4) Restricted Stock Shares vest in 1/3 increments on February 24, 2013, February 24, 2014 and February 24, 2015. Balance includes 673 shares on 6/8/2012; 986 shares on 9/10/2012; and 1,201 shares on 12/10/2012 through automatic dividend reinvestment.

Lizzie Mae, LLC, is a limited liability company of which the reporting person is the manager and to which the reporting person transferred 78,519 shares of his Exelon common stock. On December 18, 2012, the reporting person transferred 1/3 membership interests 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.

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 first and second anniversaries of the grant 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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