

EXELON CORP  
Form 4  
January 29, 2014

**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)  
01/27/2014

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

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<br>(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                       | 01/27/2014                              |                                                             | M                                       | V Amount (A) or (D) Price<br>2,741 A \$<br>28.2                            | 402,737                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 01/27/2014                              |                                                             | F                                       | 896 <sup>(1)</sup> D \$<br>28.2                                            | 401,841                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 01/27/2014                              |                                                             | D                                       | 1,845 <sup>(2)</sup> D \$<br>28.2                                          | 399,996                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 1,842 <sup>(3)</sup>                                                                                               | I                                                                    | By 401(k)<br>plan                                                 |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 78,519 <sup>(4)</sup>                                                                                              | I                                                                    | By Lizzie<br>Mae, LLC                                             |

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|                                              |       |   |                                                          |
|----------------------------------------------|-------|---|----------------------------------------------------------|
| Common<br>Stock -<br>Deferred<br>Stock Units | 2,799 | I | By Exelon<br>Directors<br>Deferred<br>Stock Unit<br>Plan |
|----------------------------------------------|-------|---|----------------------------------------------------------|

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Performance<br>Shares-<br>Stock Units               | \$ 0                                                                  | 01/27/2014                              |                                                             | A                                       | 2,741                                                                                                     | (5)<br>(5)                                                     | Common<br>stock                                                     | 2,741                                  |
| Performance<br>Shares-<br>Stock Units               | \$ 0                                                                  | 01/27/2014                              |                                                             | M                                       | 2,741                                                                                                     | (5)<br>(5)                                                     | Common<br>stock                                                     | 2,741                                  |

## 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             |           |         | Chairman |

## Signatures

Scott N. Peters, Attorney in Fact for Mayo A.  
Shattuck

01/29/2014

\_\_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) 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 December 31, 2013 in a multi-fund 401(k) Plan to be settled in cash upon the reporting person's termination of

(3) 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.

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

(4) 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.

(5) 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.

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