

EXELON CORP
Form 4
January 28, 2015

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Von Hoene William A. Jr.

(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)

01/26/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr. Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)	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)
Common Stock	01/26/2015		M	49,972 A	\$ 37.34	113,162 ⁽¹⁾	D
Common Stock	01/26/2015		F	19,240 ⁽²⁾ D	\$ 37.34	93,921	D
Common Stock	01/26/2015		D	22,148 ⁽³⁾ D	\$ 37.34	71,773	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**

SEC 1474
(9-02)

number.

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	Amount or Number of Shares
Restricted Stock Unit Award 01/26/2015	\$ 0	01/26/2015		A		20,299		(4)	(4)	Common stock	20,299
Restricted Stock Unit Award 01/27/2014	\$ 0	01/26/2015		M		8,401		(4)	(4)	Common stock	8,401
Restricted Stock Unit Award 01/28/2013	\$ 0	01/26/2015		M		7,533		(4)	(4)	Common stock	7,533
Performance Shares - Stock Units	\$ 0	01/26/2015		A		20,288		(7)	(7)	Common stock	20,288
Performance Shares - Stock Units	\$ 0	01/26/2015		M		34,038		(8)	(8)	Common stock	34,038
Restricted Stock Unit Award 10/21/2013	(9)							(9)	(9)	Common stock	20,000
Def. Comp. Phantom Share Equivalents	(10)							(10)	(10)	Common stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	Sr. Executive Vice President

Von Hoene William A. Jr.
10 SOUTH DEARBORN STREET
54TH FLOOR
CHICAGO, IL 60603

Signatures

Lawrence C. Bachman, Attorney in Fact for William A. Von Hoene, Jr.

01/28/2015

__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 644 shares acquired on March 10, 2014; 513 shares acquired on June 10, 2014; 581 shares acquired on September 10, 2014; and 534 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.
- (4) Restricted stock unit award made pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded will vest upon the first, second and third anniversary date that is referenced in column 1.
- (5) Balance includes 252 shares acquired on March 10, 2014; 205 shares acquired on June 10, 2014; 233 shares acquired on September 10, 2014; and 216 shares acquired on December 10, 2014 through automatic dividend reinvestment.
- (6) Balance includes 151 shares acquired on March 10, 2014; 122 shares acquired on June 10, 2014; 139 shares acquired on September 10, 2014; and 129 shares acquired on December 10, 2014 through automatic dividend reinvestment.
- (7) 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.
- (8) 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.
- (9) Restricted stock unit award made pursuant to the Exelon Long Term Incentive Plan. 100% of the shares will vest on October 22, 2018.
- (10) Phantom share equivalents as representing units held in the Exelon stock fund in a multi-fund, non-qualified deferred compensation plan. The Exelon stock fund is a unitized fund that consists of Exelon common stock and short term investments. Units of the fund will be settled upon the reporting person's separation from the board for any reason. Units will be settled in cash. Units are acquired through regular periodic contributions of deferred board compensation and the reinvestment of dividend equivalents. The balance of phantom share equivalents may fluctuate from time to time due to fluctuations in the fund composition.
- (11) Balance as of December 31, 2014. Balance includes 31 share equivalents accrued on February 12, 2014; 26 on May 13, 2014; 29 on August 13, 2014; and 25 on November 13, 2014 through automatic dividend reinvestment.

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.