

EXELON CORP  
Form 5  
January 19, 2016

**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 \*  
O'Brien Denis P.

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2015

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)  
Sr. Executive Vice President

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) |        |       | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|-------|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) Amount  | or (D) | Price |  |  |                                   |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^      | ^     | 43,919   | D  | ^                                 |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^      | ^     | 20,000   | I  | Held by spouse                    |
| Common Stock (ESPP Shares)      | ^                                    | ^  | ^                              | ^   | ^      | ^     | 1,405  | D  | ^                                 |
|                                 | ^                                    | ^  | ^                              | ^   | ^      | ^     | 8,699 <sup>(1)</sup>   | I  |                                   |

Common  
Stock  
(Deferred  
Shares)

By Stock  
Deferral  
Plan

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 |   |         |
| Restricted Stock Unit Awards               | \$ 0   | Â                                    | Â  | Â                              | Â   | Â   | Â (2)  | Â (2)           | Common Stock  | 51,870  |
| Deferred Compensation Equivalent Shares    | \$ 0   | Â                                    | Â  | Â                              | Â   | Â   | Â (4)  | Â (4)           | Common Stock  | 5,774   |
| NQ Stock Option 03/12/2012                 | \$ 39.81   | Â                                    | Â  | Â                              | Â   | Â   | Â (6)  | Â (6)           | Common Stock  | 102,000 |
| NQ Stock Option 01/24/2011                 | \$ 43.4  | Â                                    | Â  | Â                              | Â   | Â   | Â (6)  | Â (6)           | Common Stock  | 49,000  |
| NQ Stock Option 01/25/2010                 | \$ 46.09   | Â                                    | Â  | Â                              | Â   | Â   | Â (6)  | Â (6)           | Common Stock  | 27,000  |
| NQ Stock Option 01/26/2009                 | \$ 56.51   | Â                                    | Â  | Â                              | Â   | Â   | Â (6)  | Â (6)           | Common Stock  | 30,700  |
| NQ Stock Option 01/28/2008                 | \$ 73.29   | Â                                    | Â  | Â                              | Â   | Â   | Â (6)  | Â (6)           | Common Stock  | 22,000  |
|  | \$ 59.96   | Â                                    | Â  | Â                              | Â   | Â   | Â (6)  | Â (6)           |   | 19,000  |

|                                  |          |   |   |   |   |   |       |       |                 |        |
|----------------------------------|----------|---|---|---|---|---|-------|-------|-----------------|--------|
| NQ Stock<br>Option<br>01/22/2007 |          |   |   |   |   |   |       |       | Common<br>Stock |        |
| NQ Stock<br>Option<br>01/23/2006 | \$ 58.55 | Â | Â | Â | Â | Â | Â (6) | Â (6) | Common<br>Stock | 20,000 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| O'Brien Denis P.<br>10 SOUTH DEARBORN STREET<br>54TH FLOOR<br>CHICAGO, IL 60603 | Â             | Â         | Â Sr. Executive Vice President | Â     |

## Signatures

Scott N. Peters, Esq. Attorney in Fact for Denis P.  
O'Brien 01/14/2016

\_\_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 the following shares acquired through dividend reinvestment: 81, 76, 89 and 101 shares acquired on March 10, 2015, June 10, 2015, September 10, 2015 and December 10, 2015 respectively.  
Restricted stock unit awards made pursuant to the Exelon Long Term Incentive Plan. Share awards are made annually in January at the Compensation and Leadership Development committee's meeting and vest in 1/3 increments on the date of the committee's January meeting in the first, second and third years after the award was made.
- (3) Balance consists of unvested shares remaining from the awards granted in January of the previous three years along with reinvested dividends as follows: 481, 456, 529 and 600 shares acquired on March 10, 2015, June 10, 2015, September 10, 2015 and December 10, 2015 respectively.  
Phantom share equivalents 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, company matching contributions 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.
- (5) Balance includes 49, 52, 53 and 61 share equivalents accrued on February 11, 2015, May 13, 2015, August 12, 2015 and November 11, 2015 through automatic dividend reinvestment.
- (6) 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.

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