

Velazquez David M  
 Form 5  
 January 19, 2018

**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 \*  
 Velazquez David M  
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

10 S. DEARBORN STREET, 54TH FLOOR  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2017

Director 10% Owner  
 Officer (give title below) Other (specify below)  
 Pres. & CEO, Pepco Holdings

CHICAGO, IL 60603  
 (City) (State) (Zip)

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

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)
Common Stock				(A) or (D) Price	7,160	D	

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. F...
Restricted Stock Unit Awards	\$ 0	Â	Â	Â	Â (A) Â (D)	Â (1) Â (1)	Common Stock	13,613
Restricted Stock Unit Grant 04/25/2016	\$ 0	Â	Â	Â	Â (A) Â (D)	Â (3) Â (3)	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Velazquez David M 10 S. DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603	Â	Â	Â Pres. & CEO, Pepco Holdings	Â

## Signatures

Scott N. Peters, Esq. Attorney in Fact for David M. Velazquez  
 01/19/2018  
 \*\*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) 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.
- Balance consists of unvested shares remaining from the awards granted in January of the previous three years along with shares acquired
- (2) through automatic dividend reinvestment as follows: 120, 119, 115 and 108 shares acquired on March 10, 2017, June 9, 2017, September 8, 2017 and December 9, 2017 respectively.
- (3) Restricted stock grant made pursuant to the Exelon Long Term Incentive Plan. 100% of the shares will vest on April 25, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.