

ROGERS JOHN W JR  
Form 4  
January 02, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROGERS JOHN W JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/31/2018

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

10 SOUTH DEARBORN STREET, 54TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CHICAGO, IL 60603

(City) (State) (Zip)

**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 Ownership (Instr. 4) |   |   |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|---|
|                                     |                                      |  |                                | (A) or (D)  | Price   |  |  |   |   |
|                                     |                                      |  |                                | Code  | V   | Amount   |  |   |   |
| Common Stock (Deferred Stock Units) | 12/31/2018                           |  | A                              | 771   | A   | \$ 47  | 56,552 <sup>(1)</sup>                      | I | By Exelon Directors' Deferred Stock Unit Plan |
| Common Stock (Deferred Stock Units) |                                      |  |                                |   |   |  | 5,281 <sup>(2)</sup>                       | I | By Unicom Directors' Stock Unit Plan          |
| Common Stock                        |                                      |  |                                |   |   |  | 14,374                                     | D |   |

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

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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 Securities (Instr. 3 and 4) | 8. P... Der... Sec... (Ins... |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Deferred Compensation - Phantom Share Equivalents | (3)  |                                      |  |                                |   | (3)  | (3)   | Common Stock                  | (3)                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ROGERS JOHN W JR<br>10 SOUTH DEARBORN STREET<br>54TH FLOOR<br>CHICAGO, IL 60603 | X             |           |         |       |

## Signatures

Elizabeth M. Hensen, Esq., Attorney in Fact for John W. Rogers, Jr. 01/02/2019

\*\*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 406 shares acquired on December 10, 2018 through automatic dividend reinvestment.

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- (2) Balance includes 38 shares acquired on December 10, 2018 through automatic dividend reinvestment.

Phantom share equivalents acquired through the reinvestment of dividend equivalents in reporting person's Exelon stock fund account under multi-fund, non-qualified deferred compensation plan. The unitized fund consists of Exelon common stock and short term

- (3) investments and will be settled in cash upon the reporting person's separation from the board for any reason. The balance of such phantom share equivalents may fluctuate from time to time due to fluctuations in the fund composition.
- (4) Balance as of December 31, 2018. Balance includes 116 share equivalents accrued on November 14, 2018 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.

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