

CLARK FRANK M
Form 4
January 26, 2005

FORM 4

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

OMB APPROVAL

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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 *
CLARK FRANK M

(Last) (First) (Middle)
10 SOUTH DEARBORN STREET, 37TH 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)
01/24/2005

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)
Executive Vice President

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/24/2005 | | M | | 16,539 | A | \$ 42.85 |
| Common Stock | 01/24/2005 | | D | | 8,451 ⁽²⁾ | D | \$ 42.85 |
| Common Stock | 01/24/2005 | | F | | 2,422 | D | \$ 42.85 |
| Common Stock (Deferred Shares) | | | | | | | 24,580 ⁽³⁾ |

By Stock Deferral Plan

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2 for 1 stock split in the form of a dividend that was distributed as of May 5, 2004.

- (2) Pursuant to an election made by the reporting person, approximately 1/2 of the vested Performance Shares - Stock Units were settled in cash on a 1 for 1 basis.

- (3) Balance includes 96 shares acquired on 03/10/04, 201 shares acquired on 06/10/04, 196 shares acquired on 09/10/04, and 232 shares acquired on 12/10/04 through the automatic dividend reinvestment feature of Exelon plans, and also includes 11,976 shares acquired as a result of a 2 for 1 stock split in the form of a dividend that was distributed as of May 5, 2004.

- (4) 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 second and third anniversaries of the award date. At the election of the reporting person, under certain circumstances up to one half of the second and third vestings may either be settled in common stock on a 1 for 1 basis, or be settled in cash based on the cash value of the underlying stock on the date of vesting.

- (5) Balance includes 56 shares acquired on 03/10/04, 118 shares acquired on 06/10/04, 115 shares acquired on 09/10/04, and 136 shares acquired on 12/10/04 through the automatic dividend reinvestment feature of Exelon plans, and also includes 7,018 shares acquired as a result of a 2 for 1 stock split in the form of a dividend that was distributed as of May 5, 2004.

- (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.

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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