

MITCHELL J BARRY  
Form 3  
March 10, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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)

|  |   |   |   |   |   |
|--|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>MITCHELL J BARRY</p> <p>(Last) (First) (Middle)</p> <p>10 SOUTH DEARBORN STREET, 37TH FLOOR</p> <p>(Street)</p> <p>CHICAGO, IL 60603</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/01/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>EXELON CORP [EXC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)<br/>Senior Vice President and CFO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 22,613   | D   | ^  |
| Common Stock (401k Shares)         | 5,441  | D   | ^  |
| Common Stock (Deferred Shares)     | 19,228   | I   | By Stock Deferral Plan                                   |

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

SEC 1473 (7-02)

**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 number.**

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

Edgar Filing: MITCHELL J BARRY - Form 3

|                                  | Date Exercisable | Expiration Date | Derivative Security (Instr. 4)<br>Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|----------------------------------|------------------|-----------------|---|----------------------------|--|--|------------|
| Performance Shares - Stock Units | Â (1)            | Â (1)           | Common Stock                            | 11,060                     | \$ (1)                                   | D  | Â          |
| Deferred Comp. Phantom Shares    | Â (2)            | Â (2)           | Common Stock                            | 4,837                      | \$ (2)                                   | D  | Â          |
| NQ Stock Options (02-23-1999)    | Â (3)            | Â (3)           | Common Stock                            | 27,000                     | \$ 18.84                                 | D  | Â          |
| NQ Stock Options (02-29-2000)    | Â (3)            | Â (3)           | Common Stock                            | 21,600                     | \$ 18.66                                 | D  | Â          |
| NQ Stock Options (10-20-2000)    | Â (3)            | Â (3)           | Common Stock                            | 24,000                     | \$ 29.75                                 | D  | Â          |
| NQ Stock Options (01-28-2002)    | Â (3)            | Â (3)           | Common Stock                            | 30,000                     | \$ 23.46                                 | D  | Â          |
| NQ Stock Options (01-27-2003)    | Â (4)            | Â (4)           | Common Stock                            | 30,000                     | \$ 24.81                                 | D  | Â          |
| NQ Stock Options (01-26-2004)    | Â (4)            | Â (4)           | Common Stock                            | 30,000                     | \$ 32.54                                 | D  | Â          |
| NQ Stock Options (01-24-2005)    | Â (4)            | Â (4)           | Common Stock                            | 21,000                     | \$ 42.85                                 | D  | Â          |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| MITCHELL J BARRY<br>10 SOUTH DEARBORN STREET<br>37TH FLOOR<br>CHICAGO, IL 60603 | Â             | Â         | Â Senior Vice President and CFO | Â     |

## Signatures

Scott N. Peters, Attorney in Fact for J. Barry Mitchell  
Date: 03/01/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) 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

## Edgar Filing: MITCHELL J BARRY - Form 3

for 1 basis, or be settled in cash based on the cash value of the underlying stock on the date of vesting.

- Phantom shares held in a multi-fund deferred compensation plan to be settled for cash upon the reporting person's termination of employment for any reason on a 1:1 basis. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.
- (2) Phantom shares held in a multi-fund deferred compensation plan to be settled for cash upon the reporting person's termination of employment for any reason on a 1:1 basis. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.
  - (3) Non qualified employee stock options, awarded pursuant to the Exelon Long Term Incentive Plan. Options vest in 1/3 increments on each of the first three anniversaries of the grant date, referenced in column one, and expire on the tenth anniversary of the grant date.
  - (4) 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. 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.