

ROWE JOHN W
Form 4
May 17, 2005

FORM 4

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

OMB APPROVAL

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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 *
ROWE JOHN W

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)
05/13/2005

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

Chairman, President and CEO

10 SOUTH DEARBORN STREET, 37TH 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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	05/16/2005		M ⁽¹⁾		41,252	\$ 18.82	A 85,991 ⁽²⁾ D
Common Stock	05/16/2005		S ⁽¹⁾		1,100	\$ 44.94	D 84,891 D
Common Stock	05/16/2005		S ⁽¹⁾		5,300	\$ 44.99	D 79,591 D
Common Stock	05/16/2005		S ⁽¹⁾		7,400	\$ 45	D 72,191 D
Common Stock	05/16/2005		S ⁽¹⁾		3,100	\$ 45.01	D 69,091 D

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Common Stock	05/16/2005	<u>S⁽¹⁾</u>	1,500	D	\$ 45.02	67,591	D	
Common Stock	05/16/2005	<u>S⁽¹⁾</u>	900	D	\$ 45.03	66,691	D	
Common Stock	05/16/2005	<u>S⁽¹⁾</u>	2,200	D	\$ 45.04	64,491	D	
Common Stock	05/16/2005	<u>S⁽¹⁾</u>	5,400	D	\$ 45.05	59,091	D	
Common Stock	05/16/2005	<u>S⁽¹⁾</u>	300	D	\$ 45.07	58,791	D	
Common Stock	05/16/2005	<u>S⁽¹⁾</u>	1,900	D	\$ 45.08	56,891	D	
Common Stock	05/16/2005	<u>S⁽¹⁾</u>	3,800	D	\$ 45.1	53,091	D	
Common Stock	05/16/2005	<u>S⁽¹⁾</u>	900	D	\$ 45.2	52,191	D	
Common Stock	05/16/2005	<u>S⁽¹⁾</u>	152	D	\$ 45.21	52,039	D	
Common Stock (Deferred Shares)						266,903	I	By Stock Deferral Plan
Common Stock (401k Shares)						5,570 ⁽³⁾	D	
Common Stock						3,500	I	Held By Spouse

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)
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	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares - Stock Units					(6)	(6)	Common Stock	(6)
NQ Stock Options (01-25-1999)					\$ 18.82	05/16/2005	M ⁽¹⁾	41,252
Deferred Comp. - Phantom Shares					(5)	05/13/2005	A	106

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROWE JOHN W 10 SOUTH DEARBORN STREET 37TH FLOOR CHICAGO, IL 60603			Chairman, President and CEO	

Signatures

Scott N. Peters, Attorney in Fact for John W. Rowe
Date: 05/17/2005

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) Exercise and sale made pursuant to a rule 10b5-1 trading plan entered into on February 25, 2005.
- (2) Balance includes 3,248 shares held in the Employee Stock Purchase Plan.
Shares held as of 04/30/2005 in a multi-fund 401(k) Plan to be settled in 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 Issuer's Long Term Incentive Plan, vest in 1/3 increments beginning on the first anniversary of the grant date (referenced in column 1) and expire on the tenth anniversary of the grant date.
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.
- (5) 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. 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.

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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