

EXELON CORP
Form 4
January 27, 2016

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 *
SHATTUCK MAYO A III

(Last) (First) (Middle)
10 SOUTH DEARBORN STREET, 54TH 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)
01/25/2016

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)
Chairman

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 or Price (A) or (D) | | |
| Common Stock | 01/25/2016 | | M | | 11,197 A \$ 27.16 | 422,135 | D |
| Common Stock | 01/25/2016 | | F | | 3,267 (1) D \$ 27.16 | 418,868 | D |
| Common stock | 01/25/2016 | | D | | 7,930 (2) D \$ 27.16 | 410,938 | D |
| Common Stock (401k Shares) | | | | | | 1,979 (3) | D |
| | | | | | | 78,519 (4) | I |

| | | | | | | |
|-------------------------------------|-------|---|--|--|--|----------------------------------------------|
| Common Stock | | | | | | By Lizzie Mae, LLC |
| Common Stock (Deferred stock units) | 9,495 | I | | | | By Exelon Directors Deferred Stock Unit Plan |

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

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(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Performance Shares- Stock Units | \$ 0 | 01/25/2016 | | A | 11,197 | (5) (5) | Common stock | 11,197 |
| Performance Shares- Stock Units | \$ 0 | 01/25/2016 | | M | 11,197 | (5) (5) | Common stock | 11,197 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------|---------------|-----------|---------|----------|
| | Director | 10% Owner | Officer | Other |
| SHATTUCK MAYO A III 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603 | X | | | Chairman |

Signatures

Scott N. Peters, Attorney in Fact for Mayo A. Shattuck III
01/26/2016

**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) Shares withheld by the Issuer for reporting person's tax obligation.

(2) Shares settled in cash on a 1 for 1 basis.

Shares held as of December 31, 2015 in a multi-fund 401(k) Plan to be settled in cash upon the reporting person's termination of

(3) 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.

Lizzie Mae, LLC, is a limited liability company of which the reporting person is the manager and to which the reporting person

transferred 78,519 shares of his Exelon common stock. On December 18, 2012, the reporting person transferred 1/3 membership interests

(4) in Lizzie Mae, LLC, to each of three trusts, each one for the benefit of one of the reporting person's three minor children. The reporting person's wife is a trustee of each of the trusts. The reporting person disclaims beneficial ownership of the Exelon Corporation common stock held by Lizzie Mae LLC except to the extent of his pecuniary interest therein.

Performance share stock units award made pursuant to the Exelon Long Term Incentive Plan for the three-year performance period from

(5) January 1, 2013 to December 31, 2015. Shares vest immediately upon award. This grant was settled in cash on a 1 for 1 basis based on the cash value of the underlying stock on the date of vesting because the reporting person had attained 200% of their required stock ownership target.

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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