

EXELON CORP  
Form 4  
January 27, 2016

**FORM 4**

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

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

OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DesParte Duane M

(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  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SVP and Controller

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|--|
| Common<br>Stock                       | 01/25/2016                              |   | M                                    | Amount<br>12,275<br>(A)<br>or<br>(D)<br>A                               | \$<br>27.16  | 17,967   | D  |
| Common<br>Stock                       | 01/25/2016                              |   | F                                    | 3,997<br>(1)<br>D   | \$<br>27.16  | 13,969   | D  |
| Common<br>stock                       | 01/25/2016                              |   | D                                    | 2,689<br>(2)<br>D   | \$<br>27.16  | 11,281   | D  |

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

**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**

SEC 1474  
(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |       | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |  |
|---|---|---|---|---|---|--|-------|---|--------------------|-----------------|--|
|   |   |   |   | Code                                    | V   | (A)  | (D)   | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock Unit<br>Awards                  | \$ 0  | 01/25/2016                              |   | A                                       |   | 4,839  |       | <u>(3)</u>  | <u>(3)</u>         | Common<br>stock | 4,839                                  |
| Restricted<br>Stock Unit<br>Awards                  | \$ 0  | 01/25/2016                              |   | M                                       |   |  | 4,226 | <u>(3)</u>  | <u>(3)</u>         | Common<br>stock | 4,226                                  |
| Performance<br>Shares-<br>Stock Units               | \$ 0  | 01/25/2016                              |   | A                                       |   | 8,049  |       | <u>(4)</u>  | <u>(4)</u>         | Common<br>stock | 8,049                                  |
| Performance<br>Shares-<br>Stock Units               | \$ 0  | 01/25/2016                              |   | M                                       |   |  | 8,049 | <u>(4)</u>  | <u>(4)</u>         | Common<br>stock | 8,049                                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| DesParte Duane M<br>10 SOUTH DEARBORN STREET<br>54TH FLOOR<br>CHICAGO, IL 60603 | SVP and Controller               |

## Signatures

Scott N. Peters, Attorney in Fact for Duane M.  
DesParte 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.

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

Restricted stock unit awards made pursuant to the Exelon Long Term Incentive Plan. Share awards are made annually in January at the

- (3) Compensation and Leadership Development committee's meeting and vest in 1/3 increments on the date of the committee's January meeting in the first, second and third years after the award was made.

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

- (4) January 1, 2013 to December 31, 2015. Shares vest immediately upon award. The vested shares were settled half in cash and half in stock on a 1 for 1 basis 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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