

EXELON CORP

Form 4

December 13, 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

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(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)
12/12/2016

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)
Common Stock	12/12/2016		M	226,562	A \$ 21.25	660,500	D
Common Stock	12/12/2016		S	226,562 (1)	D \$ 34.63 (1)	433,938	D
Common Stock	12/13/2016		M	150,000	A \$ 21.25	583,938	D
Common Stock	12/13/2016		S	216,289 (3)	D \$ 35.09 (2)	367,649	D
						2,046 (4)	D

Common
Stock
(401k
Shares)

Common
Stock

10,000 ⁽⁵⁾ I

By Lizzie
Mae, LLC

Common
Stock
(Deferred
stock
units)

12,195 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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
NQ Stock Option 02/27/2009	\$ 21.25	12/12/2016		M	226,562	⁽³⁾ 03/01/2018	Common Stock 226,5
NQ Stock Option 02/27/2009	\$ 21.25	12/13/2016		M	150,000	⁽³⁾ 03/01/2018	Common Stock 150,0

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

12/13/2016

__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 were sold in lots ranging in price from \$34.36 to \$34.88. The filer undertakes to provide upon request by the SEC Staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- (2) Shares were sold in lots ranging in price from \$34.62 to \$35.44. The filer undertakes to provide upon request by the SEC Staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- (3) Exercise of fully-vested non-qualified employee stock options that expire on March 1, 2018. Options were originally granted by Constellation Energy Group that vested and were converted pursuant to the Merger Agreement. Each Constellation option was converted into an option to purchase Exelon common stock at the rate of 0.93 shares of Exelon common stock for each share of Constellation common stock at a strike price equal to the quotient of the original Constellation strike price and 0.93.
- (4) Shares held as of November 30, 2016 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.
- (5) Lizzie Mae, LLC, is a limited liability company of which the reporting person is the manager and to which the reporting person transferred shares of his Exelon common stock. On December 18, 2012, the reporting person transferred 1/3 membership interests 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.

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.