

EXELON CORP
Form 4
March 14, 2012

FORM 4

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

OMB APPROVAL

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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)
03/12/2012

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)
Executive 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock- Stock Units | 03/12/2012 | | A | | 140,387 | A | ① 140,387 | D |
| Common Stock | 03/12/2012 | | A | | 430,941 | A | ② 430,941 | D |
| Common Stock- 401k Plan Shares | 03/12/2012 | | A | | 1,672 | A | ③ 1,672 | I by 401k 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 or Number of Shares |
| NQ Stock Options 02/26/2004 | \$ 42.62 | 03/12/2012 | | A | | 171,838 | | (4) | (4) | Common Stock | 171,838 |
| NQ Stock Options 02/24/2005 | \$ 54.8 | 03/12/2012 | | A | | 310,815 | | (4) | (4) | Common stock | 310,815 |
| NQ Stock Options 12/21/2005 | \$ 62.73 | 03/12/2012 | | A | | 70,562 | | (4) | (4) | Common stock | 70,562 |
| NQ Stock Options 02/22/2007 | \$ 81.56 | 03/12/2012 | | A | | 272,527 | | (4) | (4) | Common stock | 272,527 |
| NQ Stock Options 02/21/2008 | \$ 101.05 | 03/12/2012 | | A | | 210,691 | | (4) | (4) | Common stock | 210,691 |
| NQ Stock Options 02/27/2009 | \$ 21.25 | 03/12/2012 | | A | | 726,562 | | (4) | (4) | Common Stock | 726,562 |
| NQ Stock Options 02/26/2010 | \$ 37.71 | 03/12/2012 | | A | | 379,337 | | (4) | (4) | Common stock | 397,337 |
| NQ Stock Options 02/25/2011 | \$ 32.46 | 03/12/2012 | | A | | 465,892 | | (4) | (4) | Common stock | 465,892 |
| NQ Stock Options 02/24/2012 | \$ 39.24 | 03/12/2012 | | A | | 653,511 | | (5) | (5) | Common stock | 653,511 |

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 | | Executive Chairman | |

Signatures

Scott N. Peters, Attorney in Fact for Mayo A.
Shattuck III

03/14/2012

__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) Stock units acquired pursuant to the Agreement and Plan of Merger (the "Merger") between Exelon Corporation, ("Exelon"), Bolt Acquisition Corporation and Constellation Energy Group, Inc. ("Constellation") whereby each Constellation stock unit was converted to 0.93 Exelon stock units and a cash payment being made for any fractional shares. Stock units have a sales restriction that will lapse on 12/26/2012.

(2) Common stock acquired pursuant to the Merger, whereby each share of Constellation common stock was converted to 0.93 share of Exelon common stock and a cash payment being made for any fractional shares.

(3) Common stock held in a multi-fund 401(k) plan, acquired pursuant to the Merger, whereby each share of Constellation common stock was converted to 0.93 share of Exelon common stock and a cash payment being made for any fractional shares.

(4) Non qualified employee stock options originally granted by Constellation that vested and were converted pursuant to the Merger. 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.

(5) Non qualified employee stock options originally granted by Constellation that were converted pursuant to the Merger. 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. These stock options were granted on 2/24/12 and 1/3 will vest on each of 2/24/13, 2/24/14, and 2/24/15.

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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