

SHATTUCK MAYO A III
Form 5
January 19, 2018

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2017

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----|-------|--|--|---|
| | | | | (A) Amount | (D) | Price | | | |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 267,649 | D | ^ |
| Common Stock (401k Shares) | ^ | ^ | ^ | ^ | ^ | ^ | 2,105 ⁽¹⁾ | I | By 401k Plan |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 10,000 ⁽²⁾ | I | By Lizzie Mae, LLC |
| Common | ^ | ^ | ^ | ^ | ^ | ^ | 17,693 | I | By. Exelon |

Stock
(Deferred
stock units)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| NQ Stock Option 02/21/2008 | \$ 101.05 | Â | Â | Â | Â (A) Â (D) | Â (3) Â (3) | Common Stock | 210,961 |

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

Â X Â Â Chairman

Signatures

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

01/19/2018

**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).

Shares held as of December 31, 2017 in a multi-fund 401(k) Plan to be settled in cash upon the reporting person's request for a (1) distribution on a 1:1 basis. Balance is updated to reflect the additional shares acquired in the account through the automatic dividend reinvestment feature of the 401(k) plan.

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- The reporting person is a manager of Lizzie Mae, LLC, whose members are trusts for the benefit of the reporting person's children. The
- (2) 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

- Non-qualified employee stock options originally granted by Constellation Energy Group that vested and were converted pursuant to the
- (3) 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. The grant is fully vested and will expire on the tenth anniversary of the grant date referenced in Column 1.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.