

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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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cornew Kenneth W.

(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)

Sr. EVP, Pres & CEO Generation

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/25/2016		M	92,515 A \$ 27.16	140,310	D	
Common Stock	01/25/2016		F	42,745 (1) 27.16	97,565	D	
Common stock	01/25/2016		D	34,721 (2) 27.16	62,844	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  
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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 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit Awards	\$ 0	01/25/2016		A		35,455		<u>(3)</u>	<u>(3)</u>	Common stock	35,455
Restricted Stock Unit Awards	\$ 0	01/25/2016		M			31,299	<u>(3)</u>	<u>(3)</u>	Common stock	31,299
Performance Shares- Stock Units	\$ 0	01/25/2016		A		61,216		<u>(4)</u>	<u>(4)</u>	Common stock	61,216
Performance Shares- Stock Units	\$ 0	01/25/2016		M			61,216	<u>(4)</u>	<u>(4)</u>	Common stock	61,216

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cornew Kenneth W. 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603			Sr. EVP, Pres & CEO Generation	

## Signatures

Scott N. Peters, Attorney in Fact for Kenneth W.  
Cornew

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.

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- 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 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
- (4) 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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