

EXELON CORP  
Form 5  
January 23, 2017

**FORM 5**

**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).  
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

## OMB APPROVAL

OMB  
Number: 3235-0362  
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2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
Adams Craig L

(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)  
12/31/2016

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)  
President & CEO; PECO Energy

6. Individual or Joint/Group Reporting

(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 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)
Common Stock	Â	Â	Â	Â Â Â Â	47,941 <sup>(1)</sup>	D	Â
Common Stock (ESPP Shares)	Â	Â	Â	Â Â Â Â	1,147 <sup>(2)</sup>	D	Â

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

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SEC 2270  
(9-02)

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**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. Derivative Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit Awards	\$ 0	Â	Â	Â	Â Â	Â (3) Â (3)	Common Stock	19,237
NQ Stock Option 03/12/2012	\$ 39.81	Â	Â	Â	Â Â	Â (5) Â (5)	Common Stock	35,000
NQ Stock Option 01/24/2011	\$ 43.4	Â	Â	Â	Â Â	Â (5) Â (5)	Common Stock	21,000
NQ Stock Option 01/25/2010	\$ 46.09	Â	Â	Â	Â Â	Â (5) Â (5)	Common Stock	10,500
NQ Stock Option 01/26/2009	\$ 56.51	Â	Â	Â	Â Â	Â (5) Â (5)	Common Stock	11,700
NQ Stock Option 01/28/2008	\$ 73.29	Â	Â	Â	Â Â	Â (5) Â (5)	Common Stock	8,300
NQ Stock Option 01/22/2007	\$ 59.96	Â	Â	Â	Â Â	Â (5) Â (5)	Common Stock	8,500

## Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Adams Craig L 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603	Â	Â	Â President & CEO; PECO Energy		Â

## Signatures

Scott N. Peters, Esq. Attorney in Fact for Craig L.  
Adams

01/20/2017

\_\_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) Balance includes 420, 427, 429 and 446 shares acquired on March 10, 2016, June 10, 2016, September 9, 2016 and December 9, 2016 respectively through automatic dividend reinvestment.  
Shares acquired through Exelon's Section 423 tax-qualified Employee Stock Purchas Plan. Balance includes 3, 6, 8 and 10 shares  
(2) acquired on March 10, 2016, June 10, 2016, September 9, 2016 and December 9, 2016 respectively through automatic dividend reinvestment.  
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.  
Balance consists of unvested shares remaining from the awards granted in January of the previous three years along with reinvested  
(4) dividends as follows: 166, 172, 180 and 174 shares acquired on March 10, 2016, June 10, 2016, September 9, 2016 and December 9, 2016 respectively.  
(5) Non qualified employee stock options, awarded pursuant to the Exelon Long Term Incentive Plan. Options vest in 1/4 increments on each of the first four anniversaries of the grant date, referenced in column one, and expire on the tenth anniversary of the grant date.

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.