

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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
O'Brien Denis P.

(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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Sr. Executive Vice President

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)	(A) or (D) Price		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	57,959	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	20,000	I	Held by spouse
Common Stock (ESPP Shares)	Â	Â	Â	Â	Â	Â	1,405	D	Â
	Â	Â	Â	Â	Â	Â	9,023 <sup>(1)</sup>	I	

Common  
Stock  
(Deferred  
Shares)By Stock  
Deferral  
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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit Awards	\$ 0	Â	Â	Â	Â Â	Â (2) Â (2)	Common Stock 57,272
Deferred Compensation Equivalent Shares	\$ 0	Â	Â	Â	Â Â	Â (4) Â (4)	Common Stock 5,964
NQ Stock Option 03/12/2012	\$ 39.81	Â	Â	Â	Â Â	Â (6) Â (6)	Common Stock 102,000
NQ Stock Option 01/24/2011	\$ 43.4	Â	Â	Â	Â Â	Â (6) Â (6)	Common Stock 49,000
NQ Stock Option 01/25/2010	\$ 46.09	Â	Â	Â	Â Â	Â (6) Â (6)	Common Stock 27,000
NQ Stock Option 01/26/2009	\$ 56.51	Â	Â	Â	Â Â	Â (6) Â (6)	Common Stock 30,700
NQ Stock Option 01/28/2008	\$ 73.29	Â	Â	Â	Â Â	Â (6) Â (6)	Common Stock 22,000
	\$ 59.96	Â	Â	Â	Â Â	Â (6) Â (6)	19,000

NQ Stock  
Option  
01/22/2007

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Brien Denis P. 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603	Â	Â	Â Sr. Executive Vice President	Â

## Signatures

Scott N. Peters, Esq. Attorney in Fact for Denis P.  
O'Brien

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 the following shares acquired through dividend reinvestment: 78, 81, 84 and 81 shares acquired on March 10, 2016, June 10, 2016, September 9, 2016 and December 9, 2016 respectively.  
  
Restricted stock unit awards made pursuant to the Exelon Long Term Incentive Plan. Share awards are made annually in January at the 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.
- (2) Balance consists of unvested shares remaining from the awards granted in January of the previous three years along with reinvested dividends as follows: 493, 512, 535 and 517 shares acquired on March 10, 2016, June 10, 2016, September 9, 2016 and December 9, 2016 respectively.
- (3) Phantom share equivalents representing units held in the Exelon stock fund in a multi-fund, non-qualified deferred compensation plan. The Exelon stock fund is a unitized fund that consists of Exelon common stock and short term investments. Units of the fund will be settled upon the reporting person's separation from the board for any reason. Units will be settled in cash. Units are acquired through regular periodic contributions, company matching contributions and the reinvestment of dividend equivalents. The balance of phantom share equivalents may fluctuate from time to time due to fluctuations in the fund composition.
- (4) Balance includes 57, 51, 52 and 51 share equivalents accrued on February 10, 2016, May 11, 2016, August 13, 2016 and November 9, 2016 through automatic dividend reinvestment.
- (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.