SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OWR APPRO	JVAL
OMB Number:	3235-0287
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			or Section So(n) of the Investment Company Act of 1940					
1. Name and Address of Reporting Person* DIAZ NELSON A			2. Issuer Name and Ticker or Trading Symbol <u>EXELON CORP</u> [EXC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				X	Director	10% Owner		
(Last) 10 SOUTH D	(First) DEARBORN ST	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2006		Officer (give title below)	Other (specify below)		
37TH FLOOF	R		4. If Amendment, Date of Original Filed (Month/Day/Year)		vidual or Joint/Group Fili	ng (Check Applicable		
(Street)			05/01/2006	Line)	Form filed by One Re	porting Person		
CHICAGO	IL	60603			Form filed by More th Person	an One Reporting		
(City)	(State)	(Zip)						

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. Transa Code (8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	05/01/2006		P ⁽¹⁾		500	A	\$53.85	1,500	D	
Common Stock (Deferred Stock Units)								2,808	Ι	By Exelon Directors' Deferred Stock Unit Plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3A. Deemed 5. Number 7. Title and 9. Number of 11. Nature 2. 3. Transaction 6. Date Exercisable and 8. Price of 10. Derivative Security (Instr. 3) Conversion Transaction Ownership Date Execution Date Expiration Date Amount of Securities Derivative derivative of Indirect of or Exercise Price of if any Security (Instr. 5) Form: Direct (D) (Month/Day/Year) Code (Instr Derivative (Month/Day/Year) Securities Beneficial (Month/Day/Year) 8) Beneficially Securities Underlying Ownership Acquired (A) or Disposed of (D) (Instr. 3, 4 Derivative **Derivative Security** Owned or Indirect (Instr. 4) Security (Instr. 3 and 4) Following (I) (Instr. 4) Reported Transaction(s) (Instr. 4) and 5) Amount Number Date Expiration of Code v (A) (D) Exercisable Date Title Shares Deferred Compensation Commor (2) (2) (2) (2) 886 D - Phantom Stock Shares

Explanation of Responses:

1. Amended form refiled to correct Transaction Code in Box 3 from "A" to "P"

2. Phantom shares held in a multi-fund deferred compensation plan to be settled for cash upon the reporting person's termination of employment for any reason on a 1:1 basis. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.

Remarks:

Scott N. Peters, Attorney in Fact for Nelson A. Diaz

05/01/2006

Date

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.