| SEC Form 4 |  |
|------------|--|
|------------|--|

П

### 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

# OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

| Estimated average burden |     |
|--------------------------|-----|
| hours per response:      | 0.5 |

| 1. Name and Addr<br>Mies Richar | ess of Reporting Per    | rson*    | 2. Issuer Name <b>and</b> Ticker or Trading Symbol EXELON CORP [ EXC ] |                   | tionship of Reporting Pe<br>all applicable) | rson(s) to Issuer     |
|---------------------------------|-------------------------|----------|--|-------------------|---|-----------------------|
| INTES RICITAL                   |                         |          |  | X                 | Director                                    | 10% Owner             |
|                                 | (First)<br>CARBORN STRE | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/30/2016         |                   | Officer (give title below)                  | Other (specify below) |
| 54TH FLOOR                      |                         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)               | 6. Indiv<br>Line) | idual or Joint/Group Filir                  | ng (Check Applicable  |
| (Street)                        |                         |          |  | X                 | Form filed by One Rep                       | porting Person        |
| CHICAGO                         | IL                      | 60603    |  |                   | Form filed by More that<br>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<br>Date<br>(Month/Day/Year) 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) (Month/Day/Year) 3.<br>(Month/Day/Year) 3.<br>(Month/Day/Year) 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 an<br>5) |  |      |   |        | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |   |  |
|-------------------------------------|--|--|------|---|--------|---|---|---|---|--|
|                                     |  |  | Code | v | Amount | (A) or<br>(D)   | Price   | Transaction(s)<br>(Instr. 3 and 4)                                |   | (1150. 4)  |
| Common Stock (Deferred Stock Units) | 09/30/2016   |  | A    |   | 972    | A   | \$33.4  | 24,882 <sup>(1)</sup>   | Ι | By<br>Exelon<br>Directors'<br>Deferred<br>Stock<br>Unit Plan |

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|   |   |  | ( 371   | ,                            | , |  | ,                               | • *  |                    |  | ,  |   |  |  |  |
|---|---|--|---|------------------------------|---|--|---------------------------------|--|--------------------|--|--|---|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Nu<br>of<br>Deriv<br>Secu<br>Acqu<br>(A) or<br>Dispo<br>of (D)<br>(Instr<br>and 5 | ative<br>rities<br>ired<br>osed | 6. Date Exerc<br>Expiration Da<br>(Month/Day/Y | ate                | 7. Title<br>Amour<br>Securi<br>Under<br>Deriva<br>Securi<br>and 4) | nt of<br>ties<br>lying<br>tive<br>ty (Instr. 3 | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |   |  |   | Code                         | v | (A)  | (D)                             | Date<br>Exercisable                            | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares         |   |  |  |  |

Explanation of Responses:

1. Balance includes 226 shares acquired on September 9, 2016 through automatic dividend reinvestment.

**Remarks:** 

Scott N. Peters, Esq., Attorney

in Fact for Richard W. Mies <u>09/30/2016</u>

\*\* Signature of Reporting Person Date

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.