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 b | urden     |  |  |  |  |  |  |  |

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

|                                      |                         |                | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>EXELON CORP</u> [ EXC ] |                        | tionship of Reporting Pers<br>all applicable)<br>Director                                  | 10% Owner                           |  |
|--------------------------------------|-------------------------|----------------|--|------------------------|--|-------------------------------------|--|
| (Last)<br>10 SOUTH DEA<br>37TH FLOOR | 0 SOUTH DEARBORN STREET |                | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/01/2006                   | - X                    | Officer (give title<br>below)<br>Chairman, Presiden  | Other (specify<br>below)<br>and CEO |  |
| (Street)<br>CHICAGO<br>(City)        | IL<br>(State)           | 60603<br>(Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         | 6. Indiv<br>Line)<br>X | idual or Joint/Group Filing<br>Form filed by One Repo<br>Form filed by More than<br>Person | rting Person                        |  |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| Table 1 Hon benvalve debundes Abquired, Disposed of, of Benenblary office |  |   |                              |   |        |               |         |   |   |   |  |
|---|--|---|------------------------------|---|--------|---------------|---------|---|---|---|--|
| 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) | 3.<br>Transa<br>Code (<br>8) |   |        |               |         | 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<br>of Indirect<br>Beneficial<br>Ownership |  |
|   |  |   | Code                         | v | Amount | (A) or<br>(D) | Price   | Transaction(s)<br>(Instr. 3 and 4)  |   | (Instr. 4)  |  |
| Common Stock  | 05/01/2006                                 |   | S                            |   | 200(1) | D             | \$54.19 | 165,662   | D   |   |  |
| Common Stock  | 05/01/2006                                 |   | S                            |   | 600    | D             | \$54.2  | 165,062   | D   |   |  |
| Common Stock  | 05/01/2006                                 |   | S                            |   | 400    | D             | \$54.25 | 164,662   | D   |   |  |
| Common Stock (Deferred Shares)  |  |   |                              |   |        |               |         | 274,960 <sup>(2)</sup>  | I   | By Stock<br>Deferral<br>Plan                        |  |
| Common Stock (401k Shares)  |  |   |                              |   |        |               |         | 5,736 <sup>(3)</sup>  | D   |   |  |
| Common Stock  |  |   |                              |   |        |               |         | 3,500   | I   | Held By<br>Spouse                                   |  |

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

| 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) |   | of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |  | 6. Date Exerc<br>Expiration Da<br>(Month/Day/Y | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |       | 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 |  |  | Date<br>Exercisable                            | Expiration<br>Date  | Title | Amount<br>or<br>Number<br>of<br>Shares              |  |  |  |

#### Explanation of Responses:

1. Exercise and all reported sales made pursuant to a rule 10b5-1 trading plan entered into on February 25, 2005. Shares were sold through small lots which are reported as individual sales on this form and on other Form 4's being filed simultaneously because the EDGAR system will only accept 30 transactions on a single form.

 $2. \ Balance \ includes \ 1,957 \ shares \ acquired \ on \ 03/10/2006 \ through \ the \ automatic \ dividend \ reinvestment \ feature \ of \ Exelon \ plans.$ 

3. Shares held as of 04/30/2006 in a multi-fund 401(k) Plan to be settled in 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:**

<u>Scott N. Peters, Attorney in</u> Fact for John W. Rowe

Date

05/01/2006

\*\* Signature of Reporting Person

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

 $^{\ast}$  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.