#### 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

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person*  LAWLESS ROBERT J						2. Issuer Name and Ticker or Trading Symbol EXELON CORP [ EXC ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
LAWLESS ROBERT J															X Director			Owner	
(Last) (First) (Middle) 10 SOUTH DEARBORN STREET 54TH FLOOR					3. Date of Earliest Transaction (Month/Day/Year) 09/30/2019										below	,	below		
	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Indi Line)	6. Individual or Joint/Group Filing (Check Applicable Line)								
(Street) CHICAGO															X Form filed by One Reporting Person  Form filed by More than One Reporting  Person				
(City)	(State	e) (Z																	
		Tabl	e I - No	n-Deriv	ative S	Sec	uritie	s Ac	quired,	Dis	posed o	of, or B	enefi	cially	Owned	k			
1. Title of Security (Instr. 3)  2. Transa Date (Month/L						Ex if a	any	ned n Date, ay/Yea	3. Transa Code (		4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a					ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) (D)	or P	rice	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)		
Common Stock (Deferred Stock Units) 09/30.						/2019			A		801	,	<b>A</b> S	\$48.35	28,375(1)		I	By Exelon Directors' Deferred Stock Unit Plan	
Common St									3,273		D								
		Т	able II -								osed of onverti				wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/D	n Date,	4. Transaction Code (Instr. 8)		of Deriv Secu Acqu (A) o Dispe	vative irities ired r osed )	Expiration	Date Exercisa xpiration Date Month/Day/Year		ble and 7. Title		De Se (In	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisab	ole D	xpiration ate	Title	Amo or Num of Sha	ber					
Phantom Stock	(2)								(2)		(2)	Commo Stock	1 (2	2)		45,176 <sup>(2)</sup>	I	By Constellation Deferred Compensation Plan for Non- employee Directors	
Deferred Compensation - Phantom Share	(3)	09/30/2019			A		750		(3)		(3)	Commo Stock	<sup>1</sup> 75	50 :	\$48.31	27,218 <sup>(3)</sup>	D		

#### **Explanation of Responses:**

- 1. Balance includes 205 shares acquired on September 10, 2019 through automatic dividend reinvestment.
- 2. Phantom deferred stock units converted from the legacy Constellation Energy Group Inc. (CEG) Deferred Compensation Plan for Non-employee Directors to be settled in cash on a 1 for 1 basis upon the termination of the reporting person's service on the Exelon board of directors. Balance updated to reflect 336 additional stock units credited on September 10, 2019 through the dividend reinvestment feature of the
- 3. Phantom share equivalents acquired in the reporting person's Exelon stock fund account that is part of a multi-fund, non-qualified deferred compensation plan and that will be settled in cash on a 1 for 1 basis upon the termination of the reporting person's service on the Exelon board of directors. Balance also reflects 212 shares equivalents accrued on August 14, 2019 through automatic dividend reinvestment.

# Remarks:

Elizabeth M. Hensen, Attorney in Fact for Robert J. Lawless

10/01/2019

\*\* 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.