## FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C.	20549

# ANNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

OMB APPROVAL										
OMB Number: 3235-036										
Estimated average burden										

1.0

hours per response:

Form 3 Holdings Reported.

Form 4.7	Fransactions Re	eported.	File	ed pursuant to or Section								4							
Name and Address of Reporting Person*     O'Brien Denis P.				2. Issuer Name and Ticker or Trading Symbol EXELON CORP [ EXC ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title Other (specify					er	
(Last) (First) (Middle) 10 SOUTH DEARBORN STREET 54TH FLOOR			12/31/203	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2010  Executive Vice President															
(Street) CHICAGO IL 60603				4. If Amend	<ul> <li>4. If Amendment, Date of Original Filed (Month/Day/Year)</li> <li>6. Individual or Joint/Group Filing (Check Al Line)</li> <li>X Form filed by One Reporting Person</li> </ul>											rson			
(City)	(Sta	te) (Z	ip)																
			e I - Non-Deriv	1	uritie	s Ac	quire						1						
1. Title of Sec	curity (Instr. 3)		2. Transaction Date (Month/Day/Year)	if any	recution Date,		action (Instr.				osed	Securities Beneficially Owned at e		(D) or	ership Ind :: Direct Ber r Ow		Nature of lirect neficial nership		
				Amount (A) or (D) Price							suer's Fiscal ear (Instr. 3 and		Indirect (I) (Instr. 4)		Instr. 4)				
Common S	Stock												5,639		D				
Common S	Stock - ESP	P Shares											1,405		D				
Common S	Stock - Defe	erred Shares							6,894		4 <sup>(1)</sup>		By S Defe Plan						
Common Stock													20,0	000		I Hele spor		· I	
		Ta	ıble II - Deriva (e.g., p										Owned						
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)	of Deriv Secu Acqu (A) o Disp of (D	or osed ) r. 3, 4	her 6. Date Ex Expiration (Month/Da			Amou Secu Unde Deriv	7. Title and Amount of Securities Underlying Derivative Sect (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)		Ownersh Form: Direct (D or Indirec (I) (Instr.		Beneficial Ownership oct (Instr. 4)	
					(A)	(D)	Date Exerc	isable	Expiration Date Title		O N O	umber							
Performance Shares - Stock Units	(2)						(2)		(2)	Comr		15,788	15,78		15,788 <sup>(3)</sup> D		D		
Deferred Comp. Phantom Shares	(4)						(4)		(4)	Comr		3,264	3,7		3,264 D		)		
NQ Stock Options 01/27/2003	\$24.805						(	5)	(5)	Comr		30,000		30,0	00	D			
NQ Stock Options 01/26/2004	\$32.54						(	5)	(5)	Comr		30,000		30,0	00	D			
NQ Stock Options 01/24/2005	\$42.85						(	5)	(5)	Comr		29,000		29,0	00	D			
NQ Stock Options 01/23/2006	\$58.55						(	5)	(5)	Comr		20,000		20,0	00	D			
NQ Stock Options 01/22/2007	\$59.96						(	5)	(5)	Comr		19,000		19,0	00	D			
NQ Stock Options 01/28/2008	\$73.29						(	5)	(5)	Comr		22,000		22,0	00	D			

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)	of Ex		6. Date Exerc Expiration Da (Month/Day/\	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
NQ Stock Options 01/26/2009	\$56.51						(5)	(5)	Common Stock	30,700		30,700	D	
NQ Stock Options 01/25/2010	\$46.09						(5)	(5)	Common Stock	27,000		27,000	D	

### **Explanation of Responses:**

- 1. Balance includes the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 76 shares on 3/10/2010; 87 shares on 6/10/2010; 82 shares on 9/10/2010; and 89 shares on 12/10/2010
- 2. Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vested immediately upon receipt. The remaining shares vest in 1/3 increments on each of the first and second anniversaries of the grant date. Under certain circumstances some or all of the vested shares may be settled in cash on a 1 for 1 basis based on the cash value of the underlying stock on the date of vesting.
- 3. Balance includes the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 175 shares on 3/10/2010; 199 shares on 6/10/2010; 189 shares on 9/10/2010; and 204 shares on 12/10/2010.
- 4. 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.
- 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.

### Remarks:

<u>Denis P. O'Brien</u> <u>01/23/2011</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.