SEC Form 5

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

Form 3 Holdings Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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Form 4 Tr	ansactions Rep	oorted.	FIIE	or Section																
1. Name and Address of Reporting Person* <u>Von Hoene William A. Jr.</u>				2. Issuer Name and Ticker or Trading Symbol <u>EXELON CORP</u> [EXC]								(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner V Officer (give title Other (specify							
(Last) (First) (Middle) 10 SOUTH DEARBORN STREET				3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2017								- 2	below)	Cove the		belo	w)	ecity		
54TH FLOOR				4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable							
(Street) CHICAGO IL 60603												Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person								
(City) (State) (Zip)																				
		Tabl	e I - Non-Deriv	ative Secu	ıritie	s Ac	quire	ed, Di	sposed	of, or	Benef	iciall	y Owned			,				
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr.		4. Securities Acquired (A) or Dispos (D) (Instr. 3, 4 and 5)			Securities Beneficiall Owned at o		ly (D) of end of Indir		rm: Direct Ind) or Be direct (I) Ov		Nature of direct eneficial wnership				
								Amour	ıt	(A) or (D)	Price		Issuer's Fiscal Year (Instr. 3 and 4)		(Instr. 4)		(Instr. 4)			
Common St	tock												113,5	50 ⁽¹⁾	Ι)				
		Та	able II - Deriva (e.g., p	tive Securi uts, calls,									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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Sec (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Numi derivati Securiti Benefic Owned Followin Reporte Transac (Instr. 4)	ve es ially ng ed stion(s)	S Form: Ily Direct (or Indin (I) (Inst		(D) Beneficia (D) Ownersh rect (Instr. 4)			
					(A)	(D)	Date Exer	cisable	Expiration Date	Title	or Nu of	umber								
Restricted Stock Unit Awards	\$0							(2)	(2)	Comr Stor		9,139	59,139 ⁽³⁾		D		1			
Restricted Stock Unit Grant 10/21/2013	\$0							(4)	(4)	Comr Stoo		0,000		20,000		20,000		D	D	
Deferred Compensation Equivalent Shares	\$0							(5)	(5)	Comr Stor		3,330		3,330 ⁽⁶⁾		3,330 ⁽⁶⁾		D		
NQ Stock Option 03/12/2012	\$39.81							(7)	(7)	Comr Stor		8,000		88,000		D	D			
NQ Stock Option 01/24/2011	\$43.4							(7)	(7)	Comr Stor		7,000		67,0)00	D	D			
NQ Stock Option 01/25/2010	\$46.09							(7)	(7)	Comr Stor		3,000		33,0	000	D				
NQ Stock Option 01/26/2009	\$56.51							(7)	(7)	Comr Stor		5,200		25,2	200	00 D				
NQ Stock Option 01/28/2008	\$73.29							(7)	(7)	Comr Stor		9,000		19,0	000	D		I		

Explanation of Responses:

1. Balance includes the following shares acquired through dividend reinvestment: 1,001, 993, 963 and 905 shares acquired on March 10, 2017, June 9, 2017, September 8, 2017 and December 9, 2017

respectively.

2. Restricted stock unit awards made pursuant to the Exelon Long Term Incentive Plan. Share awards are made annually in January at the Compensation and Leadership Development committee's meeting and vest in 1/3 increments on the date of the committee's January meeting in the first, second and third years after the award was made.

3. Balance consists of unvested shares remaining from the awards granted in January of the previous three years along with shares acquired through automatic dividend reinvestment as follows: 520, 516, 499 and 468 shares acquired on March 10, 2017, June 9, 2017, September 8, 2017 and December 9, 2017 respectively.

4. Restricted stock grant made pursuant to the Exelon Long Term Incentive Plan. 100% of the shares will vest on October 21, 2018.

5. Phantom share equivalents representing units held in the Exelon stock fund in a multi-fund, non-qualified deferred compensation plan. The Exelon stock fund is a unitized fund that consists of Exelon common stock and short term investments. Units of the fund will be settled upon the reporting person's separation from the board for any reason. Units will be settled in cash. Units are acquired through regular periodic contributions, company matching contributions and the reinvestment of dividend equivalents. The balance of phantom share equivalents may fluctuate from time to time due to fluctuations in the fund composition.

6. Balance inlcudes 30, 32, 33 and 25 share equivalents accrued on February 13, 2017, May 11, 2017, August 11, 2017 and November 14, 2017 respectively thorugh automatic dividend reinvestment. 7. 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:

Scott N. Peters, Esq. Attorney 01/19/2018 in Fact for William A. Von Hoene, Jr. 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.