

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>Adams Craig L</u> (Last) (First) (Middle) 10 SOUTH DEARBORN STREET 54TH FLOOR (Street) CHICAGO IL 60603 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EXELON CORP [EXC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO; PECO Energy</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/26/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/26/2015		M		19,682	A	\$37.34	43,791 ⁽¹⁾	D	
Common Stock	01/26/2015		F		6,639 ⁽²⁾	D	\$37.34	37,152	D	
Common stock	01/26/2015		D		4,426 ⁽³⁾	D	\$37.34	32,726	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)		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 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit Award 01/26/2015	\$0	01/26/2015		A		7,287		(4)	(4)	Common stock	7,287	(4)	7,287	D	
Restricted Stock Unit Award 01/27/2014	\$0	01/26/2015		M			3,318	(4)	(4)	Common stock	3,318	\$37.34	6,640 ⁽⁵⁾	D	
Restricted Stock Unit Award 01/28/2013	\$0	01/26/2015		M		2,974		(4)	(4)	Common stock	2,974	\$37.34	2,982 ⁽⁶⁾	D	
Performance Shares-Stock Units	\$0	01/26/2015		A		7,973 ⁽⁷⁾		(7)	(7)	Common stock	7,973	(7)	13,390 ⁽⁷⁾⁽⁸⁾	D	
Performance Shares-Stock Units	\$0	01/26/2015		M			13,390	(8)	(8)	Common stock	13,390	\$37.34	0	D	

Explanation of Responses:

- Balance includes 241 shares acquired on March 10, 2014; 192 shares acquired on June 10, 2014; 217 shares acquired on September 10, 2014; and 202 shares acquired on December 10, 2014 through automatic dividend reinvestment.
- Shares withheld by the Issuer for reporting person's tax obligation.
- Shares settled in cash on a 1 for 1 basis.
- Restricted stock unit award made pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded will vest upon the first, second and third anniversary date that is referenced in column 1.
- Balance includes 100 shares acquired on March 10, 2014; 81 shares acquired on June 10, 2014; 92 shares acquired on September 10, 2014; and 85 shares acquired on December 10, 2014 through automatic dividend reinvestment.
- Balance includes 60 shares acquired on March 10, 2014; 48 shares acquired on June 10, 2014; 55 shares acquired on September 10, 2014; and 51 shares acquired on December 10, 2014 through automatic dividend reinvestment.
- Transition performance shares awarded pursuant to the Exelon Long Term Incentive Plan in connection with transition from one-year to three-year performance period for the performance share award program. Shares vest immediately upon award.
- Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vest 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.

Remarks:

Lawrence C. Bachman, Attorney 01/28/2015
in Fact for Craig L. Adams

** 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.

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