SEC Form 4

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 burden

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1. Name and Addr DIAZ NELS	ess of Reporting Perso	'n*	2. Issuer Name and Ticker or Trading Symbol <u>EXELON CORP</u> [EXC]		tionship of Reporting Per all applicable) Director	son(s) to Issuer		
(Last) 10 SOUTH DE	(First) ARBORN STREE	(Middle) T	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2011		Officer (give title below)	Other (specify below)		
54TH FLOOR								
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)				X	Form filed by One Reporting Person			
CHICAGO	IL	60603			Form filed by More tha Person	n One Reporting		
(City)	(State)	(Zip)						

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)	Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock (Deferred Stock Units)	09/30/2011		А		590	A	\$42.38	13,915(1)	Ι	By Exelon Directors' Deferred Stock Unit Plan
Common Stock								1,500	D	

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

			(e.g., p	uts, c	ans,	warr	ants	, options,	convertit	ne secu	nties)				
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	Amount or Number of Shares				
Deferred Compensation - Phantom Shares	(2)	09/30/2011		A		140		(2)	(2)	Common Stock	140	\$42.61	3,894 ⁽³⁾	D	

Explanation of Responses:

1. Balance also includes 163 shares acquired on 09/09/2011 through the automatic dividend reinvestment feature of Exelon plans

2. Phantom shares held in a multi-fund deferred compensation account to be settled for cash on a 1:1 basis upon the reporting person's termination of employment for any reason. Shares are acquired through

regular periodic contributions and the reinvestment of dividend equivalents.

3. Balance also includes 46 shares acquired on 09/09/2011 through the automatic dividend reinvestment feature of Exelon plans.

Remarks:

Lawrence C. Bachman, Esq.,

Attorney in Fact for Nelson A. Diaz 10/04/2011

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.