П

## 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 APPF            | ROVAL     |
|---------------------|-----------|
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|                     | 0.5       |

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|---|--------------------------|-----|
|   | hours per response:      | 0.5 |
|   | Estimated average burden |     |

| 1. Name and Address of Reporting Person*<br>DEBENEDICTIS NICHOLAS |         |               |  | er Name <b>and</b> Ticke<br>LON CORP                        | 0                                       | ymbol  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>X Director 10% Owne |   |   |   |  |
|---|---------|---------------|--|---|---|--|---|---|---|---|--|
| (Last)<br>10 SOUTH DI   |         | (Middle)      | 3. Date<br>12/31                           | of Earliest Transac<br>/2016                                | ction (Month/E                          | Day/Year)  |   | Officer (give title below)                                    | Other<br>below  | (specify<br>)                                       |  |
| 54TH FLOOR  |         |               | 4. If An                                   | nendment, Date of   | Original Filed                          | (Month/Day/Year)   | 6. Indiv<br>Line)   | vidual or Joint/Grou  | p Filing (Check /   | Applicable  |  |
| (Street)<br>CHICAGO   | IL      | 60603         |  |   |   |  | X   | Form filed by On<br>Form filed by Mo<br>Person                | 1 0   |   |  |
| (City)  | (State) | (Zip)         |  |   |   |  |   |   |   |   |  |
|   |         | Table I - Nor | n-Derivative S                             | ecurities Acqu  | uired, Disp                             | oosed of, or Benefi  | cially  | Owned   |   |   |  |
| Date  |         |               | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code (Instr.<br>8) | 4. Securities Acquired (A)<br>Disposed Of (D) (Instr. 3, 4<br>5) |   | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership |  |

|                                     |            | Code | v | Amount | (A) or<br>(D) | Price  | Reported<br>Transaction(s) |   | (Instr. 4)   |
|-------------------------------------|------------|------|---|--------|---------------|--------|----------------------------|---|--|
|                                     |            |      |   |        | (0)           |        | (Instr. 3 and 4)           |   |  |
| Common Stock (Deferred Stock Units) | 12/31/2016 | А    |   | 1,039  | А             | \$34.9 | 35,794 <sup>(1)</sup>      | I | By<br>Exelon<br>Directors'<br>Deferred<br>Stock<br>Unit Plan |
| Common Stock                        |            |      |   |        |               |        | 10,000                     | D |  |

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

|          | (e.g., puis, cais, warrants, options, convertible securities) |   |  |   |                              |   |  |                                 |                                     |                    |                       |  |   |  |  |  |  |
|----------|---|---|--|---|------------------------------|---|--|---------------------------------|-------------------------------------|--------------------|-----------------------|--|---|--|--|--|--|
| De<br>Se | Title of<br>rrivative<br>curity<br>str. 3)                    | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Nur<br>of<br>Deriv<br>Secur<br>Acqu<br>(A) or<br>Dispo<br>of (D)<br>(Instr<br>and 5 | ative<br>rities<br>ired<br>osed | Expiration Date<br>(Month/Day/Year) |                    | ration Date Amount of |  | cpiration Date<br>lonth/Day/Year) Amount of<br>Securities Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) |  | Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|          |   |   |  |   | Code                         | v | (A)  | (D)                             | Date<br>Exercisable                 | Expiration<br>Date | Title                 | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |  |

Explanation of Responses:

1. Balance includes 314 shares acquired on December 9, 2016 through automatic dividend reinvestment.

Remarks:

| Scott N. Peters, Esq., Attorney |    |
|---------------------------------|----|
| in Fact for Nicholas            | 12 |
| DeBenedictis                    |    |

Date

2/31/2016

\*\* 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.