

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Von Hoene William A. Jr.</u> _____ (Last) (First) (Middle) <u>10 SOUTH DEARBORN STREET</u> <u>54TH FLOOR</u> _____ (Street) <u>CHICAGO IL 60603</u> _____ (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 Officer (give title below) <u>X</u> Other (specify below) <u>Executive VP as of 01-29-2008</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>01/28/2008</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> 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	01/28/2008		M		12,315 <sup>(1)(2)</sup>	A	\$73.29	30,219	D	
Common Stock	01/28/2008		F		3,662 <sup>(4)</sup>	D	\$73.29	26,557	D	
Common Stock	01/28/2008		D		4,327 <sup>(5)</sup>	D	\$73.29	22,230	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	Amount or Number of Shares				
Performance Shares - Stock Units	(1)	01/28/2008		A		16,641		(1)	(1)	Common Stock	16,641	\$73.29	28,459	D	
Performance Shares - Stock Units	(1)	01/28/2008		M			12,315 <sup>(2)</sup>	(1)	(1)	Common Stock	12,315	\$73.29	16,144	D	
NQ Stock Options 01/28/2008	\$73.29	01/28/2008		A		19,000		(3)	(3)	Common Stock	19,000	(3)	19,000	D	

**Explanation of Responses:**

- 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.
- Vested amount includes 1/3 of the current grant, the second 1/3 of the grant made in January 2007 and the third and final 1/3 of the grant made in January 2006.
- 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.
- Shares withheld by the Issuer for reporting person's tax obligation.
- Vested performance shares settled in cash on a 1 for 1 basis.

**Remarks:**

Scott N. Peters, Attorney in Fact 01/29/2008  
for William A. Von Hoene, Jr.

\*\* 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.