

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
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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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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>O'Brien Denis P.</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 Officer (give title below) Other (specify below) X Sr. Executive Vice President
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2016	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							57,959	D	
Common Stock							20,000	I	Held by spouse
Common Stock (ESPP Shares)							1,405	D	
Common Stock (Deferred Shares)							9,023 <sup>(1)</sup>	I	By Stock Deferral Plan

**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)
					(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Unit Awards	\$0						(2)	(2)	Common Stock		57,272 <sup>(3)</sup>	D	
Deferred Compensation Equivalent Shares	\$0						(4)	(4)	Common Stock		5,964 <sup>(5)</sup>	D	
NQ Stock Option 03/12/2012	\$39.81						(6)	(6)	Common Stock		102,000	D	
NQ Stock Option 01/24/2011	\$43.4						(6)	(6)	Common Stock		49,000	D	
NQ Stock Option 01/25/2010	\$46.09						(6)	(6)	Common Stock		27,000	D	
NQ Stock Option 01/26/2009	\$56.51						(6)	(6)	Common Stock		30,700	D	
NQ Stock Option 01/28/2008	\$73.29						(6)	(6)	Common Stock		22,000	D	
NQ Stock Option 01/22/2007	\$59.96						(6)	(6)	Common Stock		19,000	D	

**Explanation of Responses:**

- Balance includes the following shares acquired through dividend reinvestment: 78, 81, 84 and 81 shares acquired on March 10, 2016, June 10, 2016, September 9, 2016 and December 9, 2016 respectively.
- 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 reinvested dividends as follows: 493, 512, 535 and 517 shares acquired on March 10, 2016, June 10, 2016, September 9, 2016 and December 9, 2016 respectively.

4. 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.

5. Balance includes 57, 51, 52 and 51 share equivalents accrued on February 10, 2016, May 11, 2016, August 13, 2016 and November 9, 2016 through automatic dividend reinvestment.

6. 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      01/20/2017  
in Fact for Denis P. O'Brien

\*\* 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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