## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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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).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

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*  BERZIN ANN C																Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner						
	SOUTH DEARBORN STREET							3. Date of Earliest Transaction (Month/Day/Year) 03/31/2015										er (give title v)		(specify		
54TH FLOOR					4. If A												6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) CHICAGO	IL	60	0603													X Form filed by One Reporting Person  Form filed by More than One Reporting  Person						
(City)	(State	e) (Z	ip)																			
		Tab	le I - Noi	า-Deriv	ative \$	Sec	uritie	es Ac	cqui	red, I	Disp	osed o	of, or	Ber	neficia	lly C	Owned	I				
[0		Date	. Transaction Date Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)			3. Transac Code (li 3)	tion nstr.	4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4				and 5) Secu Bene Owne		ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership				
										Code	v	Amount		(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)		
Common Stock (Deferred Stock Units)				03/31	1/2015				A		778		A	\$32	.13 9		912 <sup>(1)</sup>	I	By Exelon Directors' Deferred Stock Unit Plan			
		Т	able II -						•		•	sed of onverti	•			y Ov	vned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	Date,	4. Transac Code (In 8)		n of E			. Date Exercisa Expiration Date Month/Day/Year			of Se Unde Deriv	7. Title and Amou of Securities Underlying Derivative Securit (Instr. 3 and 4)		Der	Price of erivative ecurity estr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exe	e rcisable		kpiration ate	Title		Amount or Number of Shares							
Phantom Stock Units	(2)									(2)		(2)	Comi Sto		25,202			25,202 <sup>(3)</sup>	I	By Constellation Deferred Compensation Plan for Non- employee Directors		
Deferred Compensation - Phantom Share	(4)	03/31/2015			A		930			(4)		(4)	Comi		930	\$	33.61	8,985 <sup>(5)</sup>	D			

## **Explanation of Responses:**

- $1.\ Balance\ includes\ 87\ shares\ acquired\ on\ March\ 10,\ 2015\ through\ automatic\ dividend\ reinvestment.$
- 2. Phantom stock units (which are in the form of deferred stock units) which will become payable in cash on a 1 for 1 basis upon the termination of the reporting person's service on the Exelon board of directors.
- 3. Balance includes 241 shares acquired on March 10, 2015 through automatic dividend reinvestment.
- 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 of deferred board compensation 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 71 share equivalents accrued on February 11, 2015 through automatic dividend reinvestment.

# Remarks:

Scott N. Peters, Esq., Attorney in Fact for Ann C. Berzin

04/01/2015

\*\* 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.