

**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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10.

1. Name and Address of Reporting Person* <u>Jones Jeanne M</u>  (Last) (First) (Middle) 10 S 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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/03/2025</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/03/2025		M		1,420	A	(1)	30,912	D	
Common Stock	02/03/2025		M		5,012	A	(1)	35,924	D	
Common Stock	02/03/2025		M		6,253	A	(1)	42,177	D	
Common Stock	02/03/2025		M		6,512	A	(2)	48,689	D	
Common Stock	02/03/2025		F		5,800	D	\$40.57	42,889	D	
Common Stock	02/03/2025		D		2,296	D	\$40.57	40,593	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
2022 Restricted Stock Units <sup>(3)</sup>	(1)	02/03/2025		M			1,420	(1)	(1)	Common Stock	1,420	(1)	0	D	
2023 Restricted Stock Units <sup>(4)</sup>	(1)	02/03/2025		M			5,012	(1)	(1)	Common Stock	5,012	(1)	5,011	D	
2024 Restricted Stock Units <sup>(5)</sup>	(1)	02/03/2025		M			6,253	(1)	(1)	Common Stock	6,253	(1)	12,505	D	
2025 Restricted Stock Units	(1)	02/03/2025		A			20,336	(1)	(1)	Common Stock	20,336	\$0	20,336	D	
2022-2024 Performance Shares	(2)	02/03/2025		A			6,512	(2)	(2)	Common Stock	6,512	\$0	6,512	D	
2022-2024 Performance Shares	(2)	02/03/2025		M			6,512	(2)	(2)	Common Stock	6,512	(1)	0	D	

**Explanation of Responses:**

- Restricted stock unit (RSU) award granted under the Exelon Long-Term Incentive Plan (LTIP). Award vests in 1/3 increments at the January or February meeting of the Exelon Talent Management and Compensation Committee (TMCC) with each RSU representing the right to receive one share of Exelon common stock upon vesting. The award accrues additional RSUs each quarter through automatic dividend reinvestment, and the additional RSUs vest on the same schedule as the underlying award.
- Performance share award granted under the LTIP for the three-year performance period referenced in Column 1 based upon the TMCC's determination of performance achieved for the period. Each performance share represents the right to receive one share or the cash equivalent of one share pursuant to the LTIP's terms with respect to individual stock ownership levels. Performance share awards vest immediately on their grant date.
- Balance at the time of this vesting includes 57 additional shares acquired through automatic dividend reinvestment during 2024.
- Balance at the time of this vesting includes 399 additional shares acquired through automatic dividend reinvestment during 2024.

5. Balance at the time of this vesting includes 747 additional shares acquired through automatic dividend reinvestment during 2024.

**Remarks:**

David T Skinner, attorney-in-  
fact for Jeanne Jones

02/04/2025

\*\* 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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