FORM 5

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Wa	asł	hine	ato	n,	D.	C.	205	49

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0362							
Estimated average b	urden							

_		eported.	File	ed pursuant to or Section	Section 30(h)	on 16(a	a) of the	Secui	rities Excha	ange Act	of 193	4							
Form 4 T	Fransactions Re			0. 0000.01.	()	or the	IIIVESIII	Herit C	ompany A	i 01 1940	,								
	I Address of R	Reporting Person*		2. Issuer N EXELC					Symbol			(Che		cable) or (give title	Ū	10% Othe	Own	ier	
(Last) 10 SOUTH 54TH FLO		orn STREET	Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2009									below) below) Executive Vice President						
(Street) CHICAGO IL 60603 (City) (State) (Zip)				4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(Sta		(Zip) 	vative Secu	uritie		auire	d Di	snosed	of or		ficiall	v Owned						
1. Title of Sec	curity (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da if any (Month/Day/Y	ate,	3. Transa Code (action	4. Sec	urities Acq (Instr. 3, 4	uired (A)			5. Amount Securities Beneficiall Owned at	of y end of	Form: (D) or	orm: Direct B O) or O		direct eneficial wnership	
								Amou	nt	(A) or (D)	Price		Issuer's Fi Year (Instr 4)		Indired (Instr. 4		(Instr.	nstr. 4)	
Common S	Stock												43,649(1)		D				
Common S	Stock - Defe	erred Shares											4,280) ⁽²⁾]	[]		erral	
Common S	Stock - 401k	s Shares											1,083	3 ⁽³⁾	Ι)			
Common Stock												2,700					11		
Common S	Stock												2,70	00]				
Common S	Stock	ר	able II - Deriva (e.g., p	tive Secur										00]				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year	(e.g., p		5. Nu of Deriv Secu Acqu (A) o Disp of (D	rants umber vative urities uired or osed o) r. 3, 4	, opti	e Exerc	conver	7. Title Amou Secur Under Deriva	e and nt of ities lying	ties)		9. Numb derivativ Securitii Benefici Owned Followir Reporte Transacc (Instr. 4)	per of ve es ially ng d tion(s)		child	11. Nature of Indirect Beneficial Ownership	
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	(e.g., p	4. Transaction Code (Instr.	5. Nu of Deriv Secu Acqu (A) o Disp of (D (Inst	rants umber vative urities uired or osed o) r. 3, 4	6. Date Expirat	e Exerc tion Da h/Day/Y	conver	7. Title Amou Secur Under Deriva (Instr.	e and nt of ities lying tive So 3 and	ecurity 4)	Owned 8. Price of Derivative Security	9. Numb derivativ Securitie Benefici Owned Followin Reporte Transac	per of ve es ially ng d tion(s)	10. Owners Form: Direct (I	child	Owner r (specify v) t Applicable son porting 7. Nature of ndirect Beneficial Ownership Instr. 4) By Stock Deferral Plan Held by Children 11. Nature of Indirect Beneficial Ownership (Instr. 4)	
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	(e.g., p	4. Transaction Code (Instr.	5. Nu of Deriv Secu Acqu (A) o Disp of (D (Inst	rants umber vative urities uired or osed) r. 3, 4 5)	6. Date	e Exerction Dahn/Day/Y	converisable and ate (ear)	7. Title Amou Secur Under Deriva (Instr.	e and nt of ities lying tive So 3 and	ecurity 4) Immount r lumber f	Owned 8. Price of Derivative Security	9. Numb derivativ Securitie Benefici Owned Followin Reporte Transac	per of ve es ially ng d tion(s)	10. Owners Form: Direct (I	child	11. Nature of Indirect Beneficial Ownership	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	(e.g., p	4. Transaction Code (Instr.	5. Nu of Deriv Secu Acqu (A) o Disp of (D (Inst	rants umber vative urities uired or osed) r. 3, 4 5)	6. Date Expirat (Month	e Exercution Dah/Day/Y	converiisable and tee (ear)	7. Title Amou Secur Under Deriva (Instr.	e and and of titles lying titles S 3 and A O N O S	ecurity 4)	Owned 8. Price of Derivative Security	9. Numb derivativ Securitii Benefici Owned Followin Reporte Transac (Instr. 4)	per of ve es sally ng d tion(s)	10. Owners Form: Direct (I or Indire (I) (Instr	child	11. Nature of Indirect Beneficial Ownership	
1. Title of Derivative Security (Instr. 3) Performance Shares - Stock Units Restricted Stock Units	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	(e.g., p	4. Transaction Code (Instr.	5. Nu of Deriv Secu Acqu (A) o Disp of (D (Inst	rants umber vative urities uired or osed) r. 3, 4 5)	6. Date Expirat (Month	ions, e Exercition Day hh/Day/Y	Expiration Date	7. Title Amou Secur Under Derive (Instr.	e and nt of ities lying A A O N O S	ecurity 4) mount r lumber f thares	Owned 8. Price of Derivative Security	9. Numb derivativ Securitii Benefici Owned Followin Reporte Transac (Instr. 4)	per of ve es ially ing d tition(s)	10. Owners Form: Direct (i) or Indire (i) (Instr	child	11. Nature of Indirect Beneficial Ownership	
1. Title of Derivative Security (Instr. 3) Performance Shares - Stock Units Restricted Stock Units 08/01/2008 Deferred Comp. Phantom	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	(e.g., p	4. Transaction Code (Instr.	5. Nu of Deriv Secu Acqu (A) o Disp of (D (Inst	rants umber vative urities uired or osed) r. 3, 4 5)	Date Exercis	isable	Expiration Date	7. Title Amou Secur Under Derive (Instr. Title Comm Stoc	e and nt of ities and lying litive St 3 and	ecurity 4) mount r lumber f hares 27,525	Owned 8. Price of Derivative Security	9. Numb derivativ Securitiv Benefici Owned Followin Reporte Transac (Instr. 4)	per of ve es ially ng d tion(s)	10. Owners Form: Direct (i) or Indire (i) (Instr	child	11. Nature of Indirect Beneficial Ownership	
1. Title of Derivative Security (Instr. 3) Performance Shares - Stock Units Restricted Stock Units 08/01/2008 Deferred Comp. Phantom Shares NQ Stock Options	2. Conversion or Exercise Price of Derivative Security (4)	3. Transaction Date	(e.g., p	4. Transaction Code (Instr.	5. Nu of Deriv Secu Acqu (A) o Disp of (D (Inst	rants umber vative urities uired or osed) r. 3, 4 5)	Date Exercis (4)	isable	Expiration Date (4) (7)	7. Title Amou Secur Under Derive (Instr. Title Comm Stoc Comm Stoc Comm Stoc	e and nt of ities and lying lying lying lying shoon k	ecurity 4) mount r lumber f shares 27,525	Owned 8. Price of Derivative Security	9. Numb derivative Securities Benefici Owned Followin Reporte Transac (Instr. 4)	per of ve es es ially ng d tition(s)	D D D	child	11. Nature of Indirect Beneficial Ownership	
Performance Shares - Stock Units Restricted Stock Units Restricted Comp. Phantom Shares NQ Stock Options 10/20/2000 NQ Stock Options	2. Conversion or Exercise Price of Derivative Security (4) (6) (7)	3. Transaction Date	(e.g., p	4. Transaction Code (Instr.	5. Nu of Deriv Secu Acqu (A) o Disp of (D (Inst	rants umber vative urities uired or osed) r. 3, 4 5)	Date Exercis (4)	isable	Expiration Date (4) (6)	Title Communication Communication	e and nt of ities and lying lying lying shoon k	ecurity 4) mount r lumber f hares 27,525 10,000 2,090	Owned 8. Price of Derivative Security	9. Numb derivative Securitive Benefici Owned Followin Reporte Transac (Instr. 4)	per of ve es sially ing distinction(s)	D D	child	11. Nature of Indirect Beneficial Ownership	
Performance Shares - Stock Units Restricted Stock Units Restricted Comp. Phantom Shares NQ Stock Options 10/20/2000 NQ Stock Options 01/28/2002 NQ Stock Options 01/28/2002	2. Conversion or Exercise Price of Derivative Security (4) (5) (7) \$29.75	3. Transaction Date	(e.g., p	4. Transaction Code (Instr.	5. Nu of Deriv Secu Acqu (A) o Disp of (D (Inst	rants umber vative urities uired or osed) r. 3, 4 5)	Date Exercise (4)	isable	Expiration Date (4) (6) (7)	Title Communication Communication	e and nt of ities and ities and on the control of t	ecurity 4) mount r lumber f shares 27,525 10,000 2,090 33,600	Owned 8. Price of Derivative Security	9. Numb derivativ Securitii Benefici Owned Followin Fellowin Reporte Transac (Instr. 4) 27,52 10,0 2,09 33,6	per of ve es ially ing d titon(s)	D D D	child	11. Nature of Indirect Beneficial Ownership	

	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)	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	Title	Amount or Number of Shares				
NQ Stock Options 01/24/2005	\$42.85						(9)	(9)	Common Stock	56,000		56,000	D	
NQ Stock Options 01/23/2006	\$58.55						(9)	(9)	Common Stock	35,000		35,000	D	
NQ Stock Options 01/22/2007	\$59.96						(9)	(9)	Common Stock	35,000		35,000	D	
NQ Stock Options 01/28/2008	\$73.29						(9)	(9)	Common Stock	28,000		28,000	D	
NQ. Stock Options 01/26/2009	\$56.51						(9)	(9)	Common Stock	37,200		37,200	D	

Explanation of Responses:

- 1. Balance includes 328 shares acquired on 12/10/2009 through the automatic dividend reinvestment feature of Exelon plans.
- 2. Balance includes the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 47 shares on 3/10/2009; 44 shares on 6/10/2009; 45 shares on 9/10/2009; and 44 shares on 12/10/2009.
- 3. Shares held as of 12/31/2009 in a multi-fund 401(k) Plan to be settled in cash upon the reporting person's termination of employment for any reason on a 1:1 basis. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.
- 4. Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vested immediately upon receipt. The remaining shares vest in 1/3 increments on each of the first and second anniversaries of the award 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
- 5. Balance includes the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 304 shares on 3/10/2009; 281 shares on 6/10/2009; 291 shares on 9/10/2009; and 280 shares on 12/10/2009.
- 6. Restricted stock units granted under the Issuer's Long Term Incentive Plan. Restricted stock units may be settled on a 1 for 1 basis in shares of Exelon common stock. 50% of the shares will vest on 08/01/2011 and the remaining 50% will vest on 08/01/2013.
- 7. Phantom shares held in a multi-fund deferred compensation plan to be settled for cash upon the reporting person's termination of employment for any reason on a 1:1 basis. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.
- 8. Non qualified employee stock options, awarded pursuant to the Exelon Long Term Incentive Plan. Options vest in 1/3 increments on each of the first three anniversaries of the grant date, referenced in column one, and expire on the tenth anniversay of the grant date.
- 9. 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 anniversay of the grant date.

Remarks:

Scott N. Peters, Attorney in Fact for Ian P. McLean

** Signature of Reporting Person

02/12/2010

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.