SEC Form 5

FORM 5

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

Form 3 Holdings Reported. []

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Form 4 1	Tansactions Re	spontou.		or Section	30(n)) of the	mvcJun	Secur nent C	ompany Ao)								
1. Name and Address of Reporting Person* GILLIS RUTH ANN M				2. Issuer Name and Ticker or Trading Symbol <u>EXELON CORP</u> [EXC]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Cfficer (give title Other (specify							
(Last) (First) (Middle) 10 SOUTH DEARBORN STREET 54TH FLOOR				3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008								- 2	- X Officer (give title Other (specify below) below) Executive Vice President						
(Street) CHICAGO IL 60			0603	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								
(City)	(Sta	te) (2	Zip)										1 61301						
		Table	e I - Non-Deriv	ative Secu	uritie	es Ac	quired	d, Di	sposed	of, or	Bene	ficiall	y 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 Dispos Of (D) (Instr. 3, 4 and 5)				osed	5. Amount Securities Beneficial Owned at	ly	6. Owner Form: (D) or	ship Direct	Indire Benef Owne	icial rship	
								Amoui	Amount (Price		Issuer's Fiscal Year (Instr. 3 and 4)		Indirect (I) (Instr. 4)		(Instr. 4)		
Common Stock													9,504		D				
Common Stock													19,101		I		Held in trust accounts		
Common Stock (deferred shares)													42,444 ⁽¹⁾		Ι		By Stock Deferral Plan		
Common Stock (401k shares)												25 ⁽²⁾		D					
		Ta	able II - Deriva										Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	(C-9-, P 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)		Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		103)		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)	
	Derivative Security	(Month/Day/Year)			Secu Acqu (A) o Disp of (D (Inst	urities uired or osed)) (r. 3, 4	Expirat	tion Da	ite	Amou Secur Under Deriva	nt of ities lying ttive Se		8. Price of Derivative Security (Instr. 5)	derivativ Securiti Benefici Owned Followir Reporte Transac	ve es ially ng d tion(s)	Owners Form: Direct (or Indire	ship D) ect	of Indirect Beneficial Ownership	
		(Month/Day/Year)			Secu Acqu (A) o Disp of (D (Inst	urities uired or osed)) (r. 3, 4	Expirat	tion Da h/Day/Y	ite	Amou Secur Under Deriva (Instr.	nt of ities lying titve Sed 3 and 4 3 and 4) nount ımber	Derivative Security	derivativ Securiti Benefici Owned Followir Reporte Transac	ve es ially ng d tion(s)	Owners Form: Direct (or Indire	ship D) ect	of Indirect Beneficial Ownership	
Performance Shares - Stock Units		(Month/Day/Year)			Secu Acqu (A) o Disp of (D (Inst and	urities uired or oosed 0) cr. 3, 4 5)	Expirati (Month/	tion Da h/Day/Y	tte ear) Expiration	Amou Secur Under Deriva (Instr.	nt of ities lying ttive Se 3 and 4 Ar of St of) nount ımber	Derivative Security	derivativ Securiti Benefici Owned Followir Reporte Transac	ve es ially ng dd tion(s)	Owners Form: Direct (or Indire	ship D) ect	of Indirect Beneficial Ownership	
Shares -	Security	(Month/Day/Year)			Secu Acqu (A) o Disp of (D (Inst and	urities uired or oosed 0) cr. 3, 4 5)	Expirati (Month/ Date Exercis	sable	tte ear) Expiration Date	Amou Secur Under Deriva (Instr.	nt of ities lying tive Sec 3 and 4) nount imber iares	Derivative Security	derivatin Securiti Benefici Owned Followin Reporte Transac (Instr. 4)	ve es ially ng d tion(s))	Owners Form: Direct (or Indir (I) (Insti	ship D) ect	of Indirect Beneficial Ownership	
Shares - Stock Units Restricted Stock Units	(3)	(Month/Day/Year)			Secu Acqu (A) o Disp of (D (Inst and	urities uired or oosed 0) cr. 3, 4 5)	Expirati (Month) Date Exercis	sable	Expiration Date (3)	Amou Secur Under Deriva (Instr. Title	nt of ities 3 and 4 Ar or NL of St non k 2 non k) nount imber iares 0,475	Derivative Security	derivatin Securiti Benefici Gollowin Reporte Transac (Instr. 4)	ve es ially ng dd tion(s)) 75 ⁽⁴⁾	Owners Form: Direct () or Indir (I) (Instr	ship D) ect	of Indirect Beneficial Ownership	
Shares - Stock Units Restricted Stock Units 08/01/2008 Deferred Comp. Phantom	(3) (5)	(Month/Day/Year)			Secu Acqu (A) o Disp of (D (Inst and	urities uired or oosed 0) cr. 3, 4 5)	Expirati (Month) Date Exercis (3) (5)	sable	Expiration Date (3) (5)	Amou Secur Under Deriva (Instr. Title Comm Stoc	nt of ities 3 and 4 Ar of Shon k 2 non k 2 non k) nount Imber Jares 0,475	Derivative Security	derivati Securiti Benefici Owned Followin Reporte Transac (Instr. 4) 20,47 5,00	ve es ially ng d tion(s)) 75 ⁽⁴⁾ 00	Direct () or Indir () (Instr D	ship D) ect	of Indirect Beneficial Ownership	
Shares - Stock Units Restricted Stock Units 08/01/2008 Deferred Comp. Phantom Shares NQ Stock Options	(3) (5) (6)	(Month/Day/Year)			Secu Acqu (A) o Disp of (D (Inst and	urities uired or oosed 0) cr. 3, 4 5)	Expirati (Month) Date Exercis (3) (5) (6)	sable	Expiration Date (3) (5) (6)	Amou Secur Under Deriva (Instr. Title Comm Stoc	nt of ities 3 and 4 Ar or Nu of St non k 20 non k 20 non k 20 non k 20 non k)	Derivative Security	derivatii Securiti Benefici Owned Followir Reporte Transac (Instr. 4) 20,47 5,01	ve es ially ng dd stion(s)) 75 ⁽⁴⁾ 00 8 50	Downers Form: Direct () or Indir (I) (Instr D	ship D) ect	of Indirect Beneficial Ownership	
Shares - Stock Units Restricted Stock Units 08/01/2008 Deferred Comp. Phantom Shares NQ Stock Options 01/26/2004 NQ Stock Options	(3) (5) (6) \$32.54	(Month/Day/Year)			Secu Acqu (A) o Disp of (D (Inst and	urities uired or oosed 0) cr. 3, 4 5)	Expirati (Month)	sable	tte ear) Expiration Date (3) (5) (6) (7)	Amou Secur Under Deriva (Instr. Title Comm Stoc Comm Stoc Comm Stoc Comm Stoc	nt of ities [ying trive Sea 3 and 4]) nount imber iares 0,475 5,000 538	Derivative Security	derivatii Securiti Benefici Owned Followin Reporte Transac (Instr. 4) 20,47 5,00 53 6,73	ve es ially ng dd tion(s)) 75(4) 00 8 50 50	Direct () or Indir () (Instr () (Instr D D D D	ship D) ect	of Indirect Beneficial Ownership	

24,000

Commor

Stock

(7)

(7)

D

24,000

\$73.29

NQ Stock

Options 01/28/2008

1. Balance includes the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 266 shares on 3/10/2008; 235 shares on 6/10/2008; 323 shares on 9/10/2008; and 397 shares on 12/10/2008.

2. Shares held as of 12/31/2008 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.

3. 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 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.

4. Balance includes the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 128 shares on 3/10/2008; 113 shares on 6/10/2008; 156 shares on 9/10/2008; and 191 shares on 12/10/2008.

5. 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. 100% of the shares will vest on 08/01/2013.

6. 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.

7. 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:

Ruth Ann Gillis

01/29/2009

Date

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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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