

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Innocenzo Michael</u>			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>CEO, PECO Energy Co.</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/02/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
10 S DEARBORN STREET 54TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CHICAGO IL 60603</u>			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

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	12/02/2023		M		19,776	A	(1)	69,658	D	
Common stock	12/02/2023		F		9,144	D	\$38.99	60,514	D	
Common Stock ESPP								2,394 ⁽²⁾	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
Retention RSUs	(1)	12/02/2023		M			19,776	12/02/2023	(1)	Common stock	19,776	(1)	0	D	
2023 Restricted Stock Units	(3)							(3)	(3)	Common stock	6,692		6,692 ⁽⁴⁾	D	
2022 Restricted Stock Units	(3)							(3)	(3)	Common stock	4,464		4,464 ⁽⁵⁾	D	
2021 Restricted Stock Units	(3)							(3)	(3)	Common stock	3,019		3,019 ⁽⁶⁾	D	

Explanation of Responses:

- Restricted stock unit (RSU) award granted under the Exelon LTIP on December 2, 2019. Award paid cash dividends to the recipient at the same rate as paid to common shareholders. Award cliff vested on December 2, 2023.
- Shares acquired through the Employee Stock Purchase Plan.
- Restricted stock unit (RSU) award granted under the Exelon LTIP. Award vests in 1/3 increments at the January or February meeting of the Exelon Compensation Committee with each RSU representing the right to receive one share of Exelon common stock upon vesting. The award accrues quarterly dividend equivalents in the form of additional RSUs representing common stock dividends as approved by the Board, which vest on the same schedule as the underlying RSU award.
- Balance includes 176 shares acquired through automatic dividend reinvestment during 2023.
- Balance includes 118 shares acquired through automatic dividend reinvestment during 2023.
- Balance includes 80 shares acquired through automatic dividend reinvestment during 2023.

Remarks:

Elizabeth M Hensen, attorney-in-fact for Michael Innocenzo 12/04/2023

** 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.