SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
ROGERS JOHN W JR	EXELON CORP [EXC]	

1. Name and Address of Reporting Person*
ROGERS JOHN W JR
(Last) (First) (Middle)
10 SOUTH DEARBRON STREET
54TH FLOOR
(Street)
CHICAGO IL 60603
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
EXELON CORP [EXC]
3. Date of Earliest Transaction (Month/Day/Year)
06/30/2012
4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director   10% Owner
Officer (give title below)   Other (specify below)
6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

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 (Deferred Stock Units)	06/30/2012		A		668	A	$37.41	24,817[1]	I	By Exelon Directors' Deferred Stock Unit Plan
Common Stock (Deferred Stock Units)								4,072[2]	I	By Unicom Directors' Stock Unit Plan
Common Stock								11,374	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	Amount or Number of Shares				
Deferred Compensation - Phantom Shares	[3]							[3]	[3]	Common Stock	12,357		12,357[4]	D	

Explanation of Responses:

1. Balance includes 91 shares acquired on 04/11/2012 and 242 shares acquired on 06/08/2012 through automatic dividend reinvestment.

2. Balance includes 15 shares acquired on 04/11/2012 and 41 shares acquired on 06/08/2012 through automatic dividend reinvestment.

3. Phantom shares held in a multi-fund deferred compensation account to be settled for cash on a 1:1 basis upon the reporting person's termination of employment for any reason. Shares are acquired through regular periodic contributions and the reinvestment of dividend equivalents.

4. Balance includes 47 shares acquired on 04/11/2012 and 124 shares acquired on 06/08/2012 through automatic dividend reinvestment.

Remarks:

Lawrence C. Bachman Esq., Attorney in Fact for John W. Rogers, Jr.	07/03/2012
** 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.