## FORM 4

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

Washington,	D.C.	20549
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STATEMENT	OF CHANGES IN B	BENEFICIAL	OWNERSHIP

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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*  BERZIN ANN C					2. Issuer Name <b>and</b> Ticker or Trading Symbol  EXELON CORP [ EXC ]										k all app	licable)	g Per	erson(s) to Issuer				
		) (M RN STREET	fiddle)		3. Date of Earliest Transaction (Month/Day/Year) 12/30/2016												er (give title /)		Other ( below)	(specify		
54TH FLOOR					4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable						
(Street) CHICAGO	IL	60	0603												X Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City)	(Stat	e) (Z	ip)																			
		Tabl	e I - Nor	ı-Deriv	ative	Se	curitie	es Ad	cqu	ıired, I	Disp	osed o	of, o	Be	nefici	ally	Owned	ł				
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		ur)   i	2A. Deemed Execution Date, if any (Month/Day/Year)			3. Transac Code (li 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4				r ınd 5)	5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership				
										Code	v	Amount		(A) or (D) Price		Transa		action(s) 3 and 4)			(Instr. 4)	
Common Stock (Deferred Stock Units)				12/3:	1/2016				A		1,03	1,039		\$3	\$34.9		16,738(1)		I	By Exelon Directors' Deferred Stock Unit Plan		
		Т	able II -						•	•	•	sed of	•			•	wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year) i	3A. Deeme Execution if any (Month/Da	ed Date,	4. Transaction Code (Instr. 8)		5. Number 6.		6. Ex	6. Date Exercisa Expiration Date (Month/Day/Year		ble and 7. Title of Sec		Title and Amoun Securities Iderlying Inderlying Frivative Security Istr. 3 and 4)		nt 8.	Price of rivative curity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	,	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Da Ex	ate cercisable		kpiration ate	Title		Amount or Number of Shares	r						
Phantom Stock Units	(2)									(2)		(2)	Com Sto		26,96	5		26,965 <sup>(3)</sup>	)	I	By Constellation Deferred Compensation Plan for Non- employee Directors	
Deferred Compensation - Phantom Share	(4)	12/30/2016			A		937			(4)		(4)	Com Sto		937		\$35.49	17,397 <sup>(5)</sup>		D		

## **Explanation of Responses:**

- 1. Balance includes 142 shares acquired on December 9, 2016 through automatic dividend reinvestment.
- 2. Phantom stock units (which are in the form of deferred stock units) which will become payable in cash on a 1 for 1 basis upon the termination of the reporting person's service on the Exelon board of directors.
- 3. Balance includes 243 shares acquired on December 9, 2016 through automatic dividend reinvestment.
- 4. Phantom share equivalents representing units held in the Exelon stock fund in a multi-fund, non-qualified deferred compensation plan. The Exelon stock fund is a unitized fund that consists of Exelon common stock and short term investments. Units of the fund will be settled upon the reporting person's separation from the board for any reason. Units will be settled in cash. Units are acquired through regular periodic contributions of deferred board compensation and the reinvestment of dividend equivalents. The balance of phantom share equivalents may fluctuate from time to time due to fluctuations in the fund composition.

5. Balance includes 166 share equivalents accrued on November 10, 2016 through automatic dividend reinvestment.

## Remarks:

Scott N. Peters, Esq., Attorney in Fact for Ann C. Berzin

01/03/2017

\*\* 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.