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).

Form 3 Holdings Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OMB APPROVAL
OMB Number: 3235-0362

Estimated average burden hours per response: 1.0

	Transactions Re	ported	File	ed pursuant to								34							
1. Name and MOLEF	or Section 30(h) of the investment Company Act of 1940 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									
(Last) (First) (Middle) 10 SOUTH DEARBORN STREET				3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006									X Officer (give title Other (specify below) below) Executive Vice President						
37TH FLOOR (Street) CHICAGO IL 60603				4. If Amendment, Date of Original Filed (Month/Day/Year)								Line	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)		reison																	
		Table	e I - Non-Deriv	ative Secu	uritie	es Ac	quir	ed, Di	sposed	of, or	Ben	eficial	ly Owned	l					
1. Title of Security (Instr. 3) Date (Month/Day/Year)				2A. Deemed Execution Da if any (Month/Day/Y	te,	Code (Ins					or Disj	osed	5. Amount Securities Beneficial Owned at	ly	Owner: Form: Id of (D) or		7. Nature ndirect Beneficia Ownersh	neficial nership	
								Amou	nt	(A) or (D)	Price		Issuer's Fiscal Year (Instr. 3 and 4)		Indirect (I) (Instr. 4)		(Instr. 4)		
Common S		_								22,960) (1)(2)	I	2						
Common Stock - Deferred Shares													67,035 ⁽³⁾		I		By Stock Deferral Plan		
		Ta	able II - Deriva	tive Secur	ities	S Acq	uired	d, Dis	posed o	of, or E	enef	icially	Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	(e.g., 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)		6. Date Exerc Expiration Da (Month/Day/Y		isable and	7. Tit Amou Secu Unde Deriv	ble securitie 7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numb derivati Securiti Benefic Owned Followin Reporte Transac (Instr. 4)	ve es ially ng ed stion(s)	10. Owners Form: Direct (I or Indire (I) (Instr	hip of Be D) Ow ect (In:	Nature Indirect eneficial wnershi nstr. 4)	
					(A)	(D)	Date Exerc	cisable	Expiration Date	n Title		Amount or Number of Shares							
Performance Shares - Stock Units	(4)							(4)	(4)	Com Sto		17,322		17,32	22 ⁽⁵⁾	D			
Deferred Comp. Phantom Shares	(6)							(6)	(6)	Comi Sto		2,701		2,70	1 ⁽⁷⁾) D			
NQ Stock Options 10/20/2000	\$29.75							(8)	(8)		Common Stock 63,0			63,000		D			
NQ Stock Options 01/27/2003	\$24.805							(9)	(9)	Com		27,000	00 27,000		D				
NQ Stock Options 01/26/2004	\$32.54							(9)	(9)	Com		54,000		54,0	000 D				
NQ Stock Options 01/24/2005	\$42.85							(9)	(9)	Com Sto		36,000		36,0)00	D			

Explanation of Responses:

NQ Stock

01/23/2006

Options

1. Balance includes 10,000 restricted shares.

\$58.55

2. Balance includes 90 shares acquired on 03/10/06, 86 shares on 06/12/06, 87 shares on 09/10/06 and 83 shares on 12/11/2006 through the automatic dividend reinvestment feature of Exelon plans.

3. Balance includes 468 shares acquired on 03/10/06, 447 shares on 06/12/06, 448 shares on 09/10/06 and 432 shares on 12/11/2006 through the automatic dividend reinvestment feature of Exelon plans. 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 second and third 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.

(9)

Commo

Stock

30,000

30,000

D

(9)

5. Balance includes 121 shares acquired on 03/10/06, 116 shares on 06/12/06, 116 shares on 09/10/06 and 112 shares on 12/11/2006 through the automatic dividend reinvestment feature of Exelon plans. 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. Balance includes 17 shares acquired on 03/10/06, 17 shares on 06/12/06, 17 shares on 09/10/06 and 17 shares on 12/11/2006 through the automatic dividend reinvestment feature of Exelon plans.

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 anniversary 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 anniversary of the grant date.

Remarks:

Elizabeth A. Moler

** Signature of Reporting Person

01/19/2007

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.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Katherine K. Combs, Bruce G. Wilson, and Scott N. Peters, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Exelon Corporation ("Exelon"), all reports to be filed by the undersigned pursuant to Section 16(a) of the Securities Exchange Act of 1934 and the rules promulgated thereunder (including Forms 3, 4, and 5 and any successor forms) (the "Section 16 Reports");

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Section 16 Report, complete and execute any amendment or amendments thereto, and timely file such report with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-infact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is Exelon assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Section 16 Reports with respect to the undersigned's holdings of and transactions in securities issued by Exelon, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of January, 2007

Signature: /s/ Elizabeth A. Moler

Print Name: Elizabeth A. Moler

EXELON CORPORATION

POWER OF ATTORNEY FOR SECTION 16 FILING