SEC Form 5

NQ Stock Options 01/28/2008

\$73.29

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

| Form 4 1 | Transactions Re | eported. | File | ed pursuant to or Section | Section 30(h) | on 16(a) of the | a) of the S Investme | Securities E ent Compar | xchar ıy Act | nge Act o of 1940 | of 1934 | | | | | | | |
|--|---|--|---|--|---|--|--|---|--|---|--|--|---|--|--|--|---|--|
| 1. Name and <u>GILLIS</u> | or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol EXELON CORP [EXC] | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify | | | | | | | | | | |
| (Last) 10 SOUTI 54TH FLC | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) X Officer (give title below) Other (specify below) 12/31/2010 Executive Vice President | | | | | | | | | | sity | | | | | | | |
| (Street) CHICAG | 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) | | | | | | | | | | | | | | | |
| | | Table | e I - Non-Deriv | ative Secu | iritie | es Ac | quired | , Dispos | ed o | of, or E | Benefi | cially | y Owned | | | | | |
| Date | | | 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 Dispo Of (D) (Instr. 3, 4 and 5) | | | | sed 5. Amount Securities Beneficial Owned at | | ly end of | 6. Owners Form: I (D) or | ship Direct | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | | | .mount (| | A) or D) | Price | | Issuer's Fiscal Year (Instr. 3 and 4) | | Indirect (I) (Instr. 4) | | | |
| Common S | Stock | | | | | | | | | | | | 9,504 | | D | | | |
| Common Stock | | | | | | | | | | | | 19, | | 101 | | I Held i I trust accou | | |
| Common Stock (deferred shares) | | | | | | | | | | | | | 46,56 7 ⁽¹⁾ | | I | | By Stock Deferral Plan | |
| Common Stock (401k shares) | | | | | | | | | | | 28 ⁽²⁾ | | 2) | D | | | | |
| | | | 1 | 1 | | | | | | | | | | | | | | |
| | | Ta | able II - Deriva | | | | | | | | | | Owned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | | tive Secur uts, calls, 4. Transaction Code (Instr. 8) | 5. Nu of Deriv Secu Acqu (A) o Disp of (D | rants umber vative urities uired or osed)) r. 3, 4 | 6. Date E Expiratio | ns, con | /erti | 7. Title Amoun Securit Underly | and t of ies ving ive Secu | es) | 8. Price of Derivative Security (Instr. 5) | 9. Numb derivativ Securitie Benefici Owned Followin Reporter Transact (Instr. 4) | ve es ally ng d tion(s) | 10. Ownersl Form: Direct (I or Indire (I) (Instr. | hip of B D) O ect (li | 1. Nature f Indirect eneficial wnership nstr. 4) |
| Derivative Security | Conversion or Exercise Price of Derivative | 3. Transaction Date | (e.g., p 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. | 5. Nu of Deriv Secu Acqu (A) o Disp of (D (Insti and S | rants umber vative urities uired or osed) r. 3, 4 5) | 6, Optio 6, Date E Expiratic (Month/E | ns, com Exercisable on Date Day/Year) Expir | /erti and | ble ser 7. Title Amoun Securit Underly Derivat (Instr. 3 | Curitie and t of jies ying ive Secu and 4) Amo or Nun of | es) Irity Dunt Iber | 8. Price of Derivative Security | derivativ Securitie Benefici Owned Followin Reported Transact | ve es ally ng d tion(s) | Owners Form: Direct (E or Indire | hip of B D) O ect (li | f Indirect eneficial wnership |
| Derivative Security | Conversion or Exercise Price of Derivative | 3. Transaction Date | (e.g., p 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. | 5. Nu of Deriv Secu Acqu (A) o Disp of (D (Inst | rants umber vative urities uired or osed)) r. 3, 4 | 6. Date E Expiratio (Month/E | ns, com Exercisable on Date Day/Year) Expir | and ation | 7. Title Amoun Securit Underly Derivat | curitie and t of ies ying ive Secu 3 and 4) Amo or Nun of Sha | es) Irity Dunt Iber | 8. Price of Derivative Security | derivativ Securitie Benefici Owned Followin Reported Transact | ve es ally ng d tion(s) | Owners Form: Direct (E or Indire | hip of B D) O ect (li | f Indirect eneficial wnership |
| Derivative Security (Instr. 3) Performance Shares - | Conversion or Exercise Price of Derivative Security | 3. Transaction Date | (e.g., p 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. | 5. Nu of Deriv Secu Acqu (A) o Disp of (D (Insti and S | rants umber vative urities uired or osed) r. 3, 4 5) | 6. Date E Expirati (Month/E Date Exercisa | ns, com Exercisable on Date Day/Year) Expir Date | and ation | Die Sei 7. Title Amoun Securit Underly Derivat (Instr. 3 Title | Amo or Name on 12, 00 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 | es) urity ount nber res | 8. Price of Derivative Security | derivativ Securitii Benefici Owned Followin Reportei Transaci (Instr. 4) | ve es ally d tion(s) 3 ⁽⁴⁾ | Ownersi Form: Direct (I or Indire (I) (Instr. | hip of B D) O ect (li | f Indirect eneficial wnership |
| Derivative Security (Instr. 3) Performance Shares - Stock Units Restricted Stock Units | Conversion or Exercise Price of Derivative Security (3) | 3. Transaction Date | (e.g., p 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. | 5. Nu of Deriv Secu Acqu (A) o Disp of (D (Insti and S | rants umber vative urities uired or osed) r. 3, 4 5) | 6. Date E Expiration (Month/E) Date Exercisa | ns, com Exercisable on Date Day/Year) ble Expir Date | and ation | ble see 7. Title Amoun Securit Underly Derivat (Instr. 3 Title Commo Stock | Armonia Armoni | es) urity punt nber res 843 | 8. Price of Derivative Security | derivativ Securitie Beneficio Owned Followin Reportee Transact (Instr. 4) | ye es ally ng d tion(s) 3 ⁽⁴⁾ | Ownersi Form: Direct (L or Indire (I) (Instr. | hip of B D) O ect (li | f Indirect eneficial wnership |
| Derivative Security (Instr. 3) Performance Shares - Stock Units 08/01/2008 Deferred Comp. Phantom | Conversion or Exercise Price of Derivative Security (3) (5) | 3. Transaction Date | (e.g., p 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. | 5. Nu of Deriv Secu Acqu (A) o Disp of (D (Insti and S | rants umber vative urities uired or osed) r. 3, 4 5) | 6. Date E Expiration (Month/E) Date Exercisa (3) (5) | Able Expir Day/Year) | ation | ble see 7. Title Amoun Securit Underly Derivat (Instr. 3 Title Commo Stock Commo Stock | Amedia and t of ies ying ive Sect and 4) Amedia or Nun of Sha on 12, on 5,0 on 1,1 | es) urity punt nber res 8843 | 8. Price of Derivative Security | derivativ Securitie Beneficio Owned Followin Reportee Transact (Instr. 4) | ye es ally ng d tion(s) 3 ⁽⁴⁾ 20 | Downerst Form: Direct (C) or Indire (I) (Instr. | hip of B D) O ect (li | f Indirect eneficial wnership |
| Derivative Security (Instr. 3) Performance Shares - Stock Units Restricted Stock Units 08/01/2008 Deferred Comp. Phantom Shares NQ Stock Options | Conversion or Exercise Price of Derivative Security (3) (5) (6) | 3. Transaction Date | (e.g., p 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. | 5. Nu of Deriv Secu Acqu (A) o Disp of (D (Insti and S | rants umber vative urities uired or osed) r. 3, 4 5) | Control Contro | ns, com Exercisable Don Date Day/Year) bble Expir Date (3 (3) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4 | (verti and ation ()) ()) ()) ()) | ble see 7. Title Amoun Securit Underly Derivat (Instr. 3 Title Commo Stock Commo Stock | Amedor and t of ies ying ive Sect and 4) Amedor on 12, on 5,0 on 1,1 on 6,7 on | es) urity punt hber res 843 000 | 8. Price of Derivative Security | derivativ Securitie Benefici Owned Followin Reportee Transact (Instr. 4) | ye es ally ng d tion(s) 3 ⁽⁴⁾ 30 50 | Divect (I) or Indire (I) (Instr. | hip of B D) O ect (li | f Indirect eneficial wnership |
| Derivative Security (Instr. 3) Performance Shares - Stock Units Restricted Stock Units 08/01/2008 Deferred Comp. Phantom Shares NQ Stock Options 01/26/2004 | Conversion or Exercise Price of Derivative Security (3) (5) (6) \$32.54 | 3. Transaction Date | (e.g., p 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. | 5. Nu of Deriv Secu Acqu (A) o Disp of (D (Insti and S | rants umber vative urities uired or osed) r. 3, 4 5) | c, optio 6. Date E Expiration (Month/E Date Exercisa (3) (5) (6) (7) | ns, com Exercisable Day/Year) ble Expir Date (3 (3 (4) (4) (4) (4) (4) (4) (4) (4) | <pre>/ertil and ation ())))))))) </pre> | ble see 7. Title Amoun Securit Underly Derivat (Instr. 3 Title Commo Stock Commo Stock | Amore and t of ies ving ive Secus and 4) Amore Nun of sha on 12, on 5,0 on 1,1 on 6,7 on 27, on 27, | 2 S) Irrity Dunt hber res 843 100 162 162 000 | 8. Price of Derivative Security | derivativ Securitie Beneficio Owned Followin Reportee Transact (Instr. 4) | /e es ally ng d tion(s) 3 ⁽⁴⁾ 3 ⁽⁴⁾ 50 50 | Downerst Form: Direct (C) or Indire (I) (Instr. | hip of B D) O ect (li | f Indirect eneficial wnership |

Common

Stock

19,000

19,000

D

(7)

(7)

| 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) |
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| NQ Stock Options 01/26/2009 | \$56.51 | | | | | | (7) | (7) | Common Stock | 25,200 | | 25,200 | D | |
| NQ Stock Options 01/25/2010 | \$46.09 | | | | | | (7) | (7) | Common Stock | 22,400 | | 22,400 | D | |

Explanation of Responses:

1. Balance includes the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 516 shares on 3/10/2010; 588 shares on 6/10/2010; 557 shares on 9/10/2010; and 603 shares on 12/10/2010.

2. Shares held as of 12/31/2010 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: 142 shares on 3/10/2010; 162 shares on 6/10/2010; 154 shares on 9/10/2010; and 166 shares on 12/10/2010.

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

** Signature of Reporting Person

01/25/2011 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.