SEC Form 4

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(Street)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

IL

(State)

60603

(Zip)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden hours per response 05

Instruction 1(b).		Filed	d 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 Addres	ss of Reporting Person	*	2. Issuer Name and Ticker or Trading Symbol <u>EXELON CORP</u> [EXC]	(Check all a X Dir	rector	10% Owner		
	SOUTH DEARBORN STREET		3. Date of Earliest Transaction (Month/Day/Year) 03/31/2018		ficer (give title low)	Other (specify below)		
54TH FLOOR			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

CHICAGO

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)	Transaction Code (Instr.					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	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock (Deferred Stock Units)	03/31/2018		А		967	A	\$37.5	35,264 ⁽¹⁾	Ι	By Exelon Directors' Deferred Stock Unit Plan		
Common Stock								2,000	D			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(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. Transa Code (8)		of Deriv Secu Acqu (A) o Disp of (D	posed D) str. 3, 4		le and 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative de Security Se (Instr. 5) Be Fo Fo Re Tr	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 Share Equivalents	(2)							(2)	(2)	Common Stock	6,746		6,746 ⁽³⁾	D	

Explanation of Responses:

1. Balance includes 313 shares acquired on March 9, 2018 through automatic dividend reinvestment.

2. Phantom share equivalents acquired through regular periodic contributions of deferred board compensation and the reinvestment of dividend equivalents in reporting person's Exelon stock fund account under multi-fund, non-qualified deferred compensation plan. The unitized fund consists of Exelon common stock and short term investments and will be settled in cash upon the reporting person's separation from the board for any reason. The balance of such phantom share equivalents may fluctuate from time to time due to fluctuations in the fund composition.

3. Balance as of March 31, 2018. Balance includes 62 share equivalents accrued on February 13, 2018 through automatic dividend reinvestment.

Remarks:

Scott N. Peters, Esq., Attorney in Fact for Paul L. Joskow

04/02/2018

** 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.