SEC Form 4

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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). |

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

| OMB APPROVAL | | | | | | | | | | |
|----------------------|-----------|--|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | | |
| Estimated average bu | ırden | | | | | | | | | |
| hours por response: | 0.5 | | | | | | | | | |

| 1. Name and Address of Reporting Person* ROWE JOHN W | | | 2. Issuer Name and Ticker or Trading Symbol EXELON CORP [EXC] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---------------------------------------------------------|---------------------|-------|--------------------------------------------------------------------|----------------------------------------------------------------------------|--|--|--|--|--|
| ROWE JU | <u>HIN W</u> | | | X Director 10% Owner | | | | | |
| | | | | X Officer (give title Other (specify | | | | | |
| (Last) | t) (First) (Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) | below) below) | | | | | |
| 10 SOUTH DEARBORN STREET | | | 08/26/2008 | Chairman, President and CEO | | | | | |
| 54TH FLOOP | R | | | | | | | | |
| (Ctro ot) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| (Street) | п | 60603 | | X Form filed by One Reporting Person | | | | | |
| | IL | 00005 | | Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) | | | | | | | |

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. | | 4. Securities A Disposed Of (I | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--------------------------------------------|-------------------------------------------------------------|-----------------------------|---|-----------------------------------|---------------|---------|---------------------------------------------------------------|-------------------------------------------------------------------|-----------------------------------------------------|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 08/26/2008 | | М | | 50,000 ⁽¹⁾ | A | \$32.54 | 424,110 ⁽²⁾ | D | |
| Common Stock | 08/26/2008 | | S | | 45,696 ⁽³⁾ | D | \$75.63 | 378,414 | D | |
| Common Stock (401k Shares) | | | | | | | | 6,053 ⁽⁴⁾ | D | |
| Common Stock | | | | | | | | 3,500 | I | Held by spouse |

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. Transa Code (8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | Derivative Security urity (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 | | | | |
| NQ Stock Options 01/26/2004 | \$32.54 | 08/26/2008 | | M ⁽¹⁾ | | | 50,000 | (5) | (5) | Common Stock | 50,000 | (5) | 0 | D | |

Explanation of Responses:

1. Exercise and all reported sales made pursuant to a rule 10b5-1 trading plan entered into on September 13, 2007.

2. Balance includes 3,618 shares held in the Employee Stock Purchase Plan.

3. Exercise and all reported sales made pursuant to a rule 10b5-1 trading plan entered into on September 13, 2007. Shares were sold at prices ranging from \$75.17 to \$75.99. The filer undertakes to provide upon request by the SEC Staff, the issuer, or a security holder of the issuer, full information rgarding the number of shares purchased or sold at each separate price.

4. Shares held as of 07/31/08 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 dividend equivalents.

5. 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 anniversay of the grant date.

Remarks:

Scott N. Peters, Attorney in Fact for John W. Rowe

08/27/2008

Date

** Signature of Reporting Person

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.