

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- ☐ 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.
- ☐ Form 4 Transactions Reported.

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:	3235-0362
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1. Name and Address of Reporting Person * <u>O'Brien Denis P.</u> (Last) (First) (Middle) <u>10 SOUTH DEARBORN STREET</u> <u>54TH FLOOR</u> (Street) <u>CHICAGO</u> <u>IL</u> <u>60603</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EXELON CORP [EXC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. Executive Vice President</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							57,243	D	
Common Stock							10,000	I	Held by spouse
Common Stock (ESPP Shares)							1,405	D	
Common Stock (Deferred Shares)							9,339 ⁽¹⁾	I	By Stock Deferral Plan

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				
Restricted Stock Unit Awards	\$0						(2)	(2)	Common Stock	53,706		53,706 ⁽³⁾	D	
Deferred Compensation Equivalent Shares	\$0						(4)	(4)	Common Stock	6,145		6,145 ⁽⁵⁾	D	
NQ Stock Option 03/12/2012	\$39.81						(6)	(6)	Common Stock	102,000		102,000	D	
NQ Stock Option 01/24/2011	\$43.4						(6)	(6)	Common Stock	49,000		49,000	D	
NQ Stock Option 01/25/2010	\$46.09						(6)	(6)	Common Stock	27,000		27,000	D	
NQ Stock Option 01/26/2009	\$56.51						(6)	(6)	Common Stock	30,700		30,700	D	
NQ Stock Option 01/28/2008	\$73.29						(6)	(6)	Common Stock	22,000		22,000	D	

Explanation of Responses:

1. Balance includes shares acquired through automatic dividend reinvestment as follows: 82, 81, 79 and 74 shares acquired on March 10, 2017, June 9, 2017, September 8, 2017 and December 9, 2017 respectively.
2. Restricted stock unit awards made pursuant to the Exelon Long Term Incentive Plan. Share awards are made annually in January at the Compensation and Leadership Development committee's meeting and vest in 1/3 increments on the date of the committee's January meeting in the first, second and third years after the award was made.
3. Balance consists of unvested shares remaining from the awards granted in January of the previous three years along with shares acquired through automatic dividend reinvestment as follows: 472, 468, 453 and

425 shares acquired on March 10, 2017, June 9, 2017, September 8, 2017 and December 9, 2017 respectively.

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, company matching contributions 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 55, 58, 52 and 46 share equivalents accrued on February 13, 2017, May 11, 2017, August 11, 2017 and November 14, 2017 respectively thorough automatic dividend reinvestment.

6. 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:

[Scott N. Peters, Esq. Attorney in Fact for Denis P. O'Brien](#) [01/19/2018](#)

** 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.