SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed 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 Address of Reporting Person*       2. Date of Event Requiring Statement (Month/Day/Year)         08/01/2018		nent	3. Issuer Name and Ticker or Trading Symbol EXELON CORP [ EXC ]				
(Last) (First) (Middle) 10 S. DEARBORN STREET 54TH FLOOR			4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title below) X	on(s) to Issue 10% Owne Other (spe below)	er (Mon cify 6. In	hth/Day/Year) dividual or Joint	ate of Original Filed t/Group Filing (Check
			CEO, ComEd / Effectiv	,		licable Line)	y One Reporting Person
(Street) CHICAGO IL 60603						-	y More than One
(City) (State) (Zip)							
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			Amount of Securities eneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		ture of Indirect Beneficial Ownership r. 5)	
Common Stock			0	D			
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)       2. Date Exercisal         Expiration Date (Month/Day/Year)		ate	Underlying Derivative Security (Instr. 4) Conve or Exe		Conversion or Exercise	e Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
				Amount	Derivative	Direct (D) or Indirect (I) (Instr. 5)	
	Date Exercisable	Expiration Date	Title	or Number of Shares	Security	(I) (Instr. 5)	
Restricted Stock Unit Award (01/25/2016)				Number of	0	(I) (Instr. 5)	
Restricted Stock Unit Award (01/25/2016) Restricted Stock Unit Award (01/30/2017 & 04/29/2017)	Exercisable	Date	Title	Number of Shares			
Restricted Stock Unit Award (01/30/2017 &	(1)	(1)	Title       Common Stock	Number of Shares 3,711	0	D	
Restricted Stock Unit Award (01/30/2017 & 04/29/2017)	Exercisable           (1)           (2)	(1) (2)	Title       Common Stock       Common Stock	Number of Shares3,7117,473	0	D D	
Restricted Stock Unit Award (01/30/2017 & 04/29/2017) Restricted Stock Unit Award (01/29/2018)	Exercisable           (1)           (2)           (3)	Date           (1)           (2)           (3)	Title       Common Stock       Common Stock       Common Stock	Number of Shares           3,711           7,473           9,903	0 0 0	D D D	
Restricted Stock Unit Award (01/30/2017 & 04/29/2017) Restricted Stock Unit Award (01/29/2018) Restricted Stock Unit Award (01/29/18)	Exercisable           (1)           (2)           (3)           (4)	Date           (1)           (2)           (3)           (4)	Title       Common Stock       Common Stock       Common Stock       Common Stock       Common Stock	Number of Shares           3,711           7,473           9,903           10,000	0 0 0 0	D D D D D	
Restricted Stock Unit Award (01/30/2017 & 04/29/2017) Restricted Stock Unit Award (01/29/2018) Restricted Stock Unit Award (01/29/18) NQ Stock Option (right to buy) 03/12/2012 <sup>(5)</sup>	Exercisable           (1)           (2)           (3)           (4)           03/12/2016	Date           (1)           (2)           (3)           (4)           03/12/2022	Title       Common Stock       Common Stock       Common Stock       Common Stock       Common Stock       Common Stock	Number of Shares           3,711           7,473           9,903           10,000           16,000	0 0 0 0 39.81	D D D D D D D D	

Explanation of Responses:

1. Remaining 1/3 increment of annual restricted stock unit (RSU) award granted in 2016 pursuant to the Exelon Long Term Incentive Plan; each award vests in 1/3 increments on the date of the Compensation & Leadership Development Committee's January meeting in the first, second and third years after the award was granted. Award balances accrue additional units through automatic dividend reinvestment, which vest on the same schedule as the underlying award.

2. Remaining 2/3 increments of RSU awards granted in January 2017 and April 2017 pursuant to the Exelon Long Term Incentive Plan; each award vests in 1/3 increments on the date of the Compensation & Leadership Development Committee's January meeting in the first, second and third years after the award was granted. Award balances accrue additional units through automatic dividend reinvestment, which vest on the same schedule as the underlying award.

3. Annual RSU award granted in 2018 pursuant to the Exelon Long Term Incentive Plan; each award vests in 1/3 increments on the date of the Compensation & Leadership Development Committee's January meeting in the first, second and third years after the award was granted. Award balances accrue additional units through automatic dividend reinvestment, which vest on the same schedule as the underlying award.

4. RSU award granted in 2018 pursuant to the Exelon Long Term Incentive Plan. Award to cliff-vest on January 29, 2020.

5. Fully-vested non-qualified employee stock option, awarded pursuant to the Exelon Long Term Incentive Plan. Each award vested in 1/4 increments on each of the first four anniversaries of the grant date, referenced in column 1.

**Remarks:** 

Katherine A. Smith, Esq., Attorney-in-Fact for Joseph Dominguez

08/01/2018

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 5 (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.

EXELON CORPORATION SECTION 16 REPORTING POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Carter C. Culver, Katherine A. Smith, Brian Buck, Elizabeth M. Hensen and Tom Boin, 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 EDGAR Form ID, 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-in-fact'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, unlessearlier 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 1st day of August 2018.

Signature: /s/ Joseph Dominguez

Print Name: Joseph Dominguez