

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Dominguez Joseph</u>  (Last) (First) (Middle) 10 S. DEARBORN STREET 54TH FLOOR  (Street) CHICAGO IL 60603  (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 Officer (give title below) Other (specify below) X CEO, ComEd
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2019	
	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

**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							7,423	D	

**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					
Restricted Stock Unit Awards 2017	\$0						(1)	(1)	Common Stock	3,914	3,914 <sup>(2)</sup>	D	
Restricted Stock Unit Awards 2018	\$0						(1)	(1)	Common Stock	6,909	6,909 <sup>(3)</sup>	D	
Restricted Stock Unit Awards 2019	\$0						(1)	(1)	Common Stock	8,120	8,120 <sup>(4)</sup>	D	
Restricted Stock Unit Award (01/29/2018)	\$0						(5)	(5)	Common Stock	10,000	10,000	D	
Restricted Stock Unit Award (08/01/2018)	\$0						(6)	(6)	Common Stock	30,000	30,000	D	
NQ Stock Option (right to buy) 04/02/2012	\$39.81						(7)	(7)	Common Stock	16,000	16,000	D	
NQ Stock Option (right to buy) 01/24/2011	\$43.4						(7)	(7)	Common Stock	21,000	21,000	D	
NQ Stock Option (right to buy) 01/25/2010	\$46.09						(7)	(7)	Common Stock	8,300	8,300	D	

**Explanation of Responses:**

- Previously awarded restricted stock units (RSUs) granted pursuant to the Exelon Long Term Incentive Plan. RSUs are granted annually at the Compensation and Leadership Development committee's first meeting in January or February and vest in 1/3 increments on the date of the committee's first annual meeting in the first, second and third years after the award was granted. Award balances accrue additional RSUs through quarterly dividend reinvestment that vest on the same schedule as the underlying award.
- Balance includes 117 shares acquired through quarterly dividend reinvestment during 2019.
- Balance includes 206 shares acquired through quarterly dividend reinvestment during 2019.
- Balance includes 242 shares acquired through quarterly dividend reinvestment during 2019.
- Restricted stock unit award granted pursuant to the Exelon Long Term Incentive Plan. 100% of the award will vest on January 29, 2022.

6. Restricted stock unit award granted pursuant to the Exelon Long Term Incentive Plan. 100% of the award will vest on August 1, 2022.

7. Non qualified employee stock options, awarded pursuant to the Exelon Long Term Incentive Plan. Options are fully vested and expire on the tenth anniversary of the grant date referenced in Column 1.

**Remarks:**

[Elizabeth M. Hensen,](#)  
[Attorney-in-Fact for Joseph](#)      [01/22/2020](#)  
[Dominguez](#)

\*\* 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.

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