

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>Kleczynski Robert A</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP &amp; Corporate Controller</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/29/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/29/2024		M		1,365	A	(1)	18,433	D	
Common Stock	01/29/2024		M		1,186	A	(1)	19,619	D	
Common Stock	01/29/2024		M		1,373	A	(1)	20,992	D	
Common Stock	01/29/2024		M		9,569	A	(2)	30,561	D	
Common Stock	01/29/2024		F		4,136	D	\$35.29	26,425	D	
Common Stock	01/29/2024		D		3,386	D	\$35.29	23,039	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
2024 Restricted Stock Units	(1)	01/29/2024		A		4,676		(1)	(1)	Common Stock	4,676	(1)	4,676	D	
2023 Restricted Stock Units <sup>(3)</sup>	(1)	01/29/2024		M		1,365		(1)	(1)	Common Stock	1,365	(1)	2,730	D	
2022 Restricted Stock Units <sup>(4)</sup>	(1)	01/29/2024		M		1,186		(1)	(1)	Common Stock	1,186	(1)	1,183	D	
2021 Restricted Stock Units <sup>(5)</sup>	(1)	01/29/2024		M		1,373		(1)	(1)	Common Stock	1,373	(1)	0	D	
2021-2023 Performance Shares	(2)	01/29/2024		A		9,569		(2)	(2)	Common Stock	9,569	(2)	9,569	D	
2021-2023 Performance Shares	(2)	01/29/2024		M		9,569		(2)	(2)	Common Stock	9,569	(2)	0	D	
Retention RSUs <sup>(6)</sup>	(7)							(7)	(7)	Common Stock	21,371		21,371	D	
Deferred phantom share equivalents <sup>(8)</sup>	(9)							(9)	(9)	Common Stock	1,674		1,674	D	

**Explanation of Responses:**

1. Restricted stock unit (RSU) award granted under the Exelon LTIP. Award vests in 1/3 increments at the January or February meeting of the Exelon Comp. Committee with each RSU representing the right to receive one share of Exelon common stock upon vesting. The award accrues additional RSUs each quarter through automatic dividend reinvestment and the additional RSUs vest on the same schedule as the underlying award.

2. Performance share award granted under the Exelon LTIP for the three-year performance period referenced in Column 1 based upon the Comp. Committee's determination of performance achieved for the period. Each performance share represents the right to receive one share or the cash equivalent of one share pursuant to the Plan's terms with respect to individual stock ownership levels. Performance share awards vest immediately on their grant date.

3. Pre-vesting balance includes 622 shares acquired through automatic dividend reinvestment during 2023.
4. Pre-vesting balance includes 83 shares acquired through automatic dividend reinvestment during 2023.
5. Pre-vesting balance includes 48 shares acquired through automatic dividend reinvestment during 2023.
6. Balance includes 752 shares acquired through automatic dividend reinvestment during 2023.
7. Restricted stock unit (RSU) award granted under the Exelon LTIP on February 25, 2022. Each RSU represents the right to receive one share of Exelon common stock upon vesting. The award accrues additional RSUs each quarter through automatic dividend reinvestment and the additional RSUs vest on the same schedule as the underlying award. The award will cliff vest on February 25, 2025.
8. Balance includes additional 15 phantom share equivalents that were accrued through automatic dividend reinvestment during 2023 which were not reported on previously filed forms.
9. Phantom share equivalents held in the reporting person's Exelon stock fund account that is part of a multi-fund, non-qualified deferred compensation plan. The stock fund is a unitized fund that consists of both Exelon common stock and short-term liquid investments. Units of the fund are acquired through quarter-end contributions and dividend reinvestment and will be settled for cash upon the termination of the reporting person. The balance of phantom share equivalents may fluctuate due to changes in the value of the fund units.

**Remarks:**

[Elizabeth M Hensen, attorney-](#)  
[in-fact for Robert A Kleczynski](#) [01/30/2024](#)

\*\* 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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