

ROWE JOHN W
Form 5
January 24, 2012

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 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 *
ROWE JOHN W

(Last) (First) (Middle)

10 SOUTH DEARBORN
STREET, 54TH FLOOR

(Street)

CHICAGO, IL 60603

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
EXELON CORP [EXC]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2011

4. If Amendment, Date Original
Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	Price	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)
Common Stock	Â	Â	Â	Â	Â	Â	294,797	D	Â
Common Stock - ESPP	Â	Â	Â	Â	Â	Â	3,618	D	Â
Common Stock - 401(k)	Â	Â	Â	Â	Â	Â	7,111 ⁽¹⁾	D	Â
	Â	Â	Â	Â	Â	Â	3,500	I	

Common
StockHeld by
spouse.Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**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 control number.**SEC 2270
(9-02)**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 Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Shares - Stock Units	Â	Â	Â	Â	Â Â	Â (2) Â (2)	Common Stock 21,697
Deferred Comp. - Phantom Shares	Â	Â	Â	Â	Â Â	Â (4) Â (4)	Common Stock 6,394
NQ Stock Options 01/24/2005	\$ 42.85	Â	Â	Â	Â Â	Â (5) Â (5)	Common Stock 229,000
NQ Stock Options 01/22/2007	\$ 59.96	Â	Â	Â	Â Â	Â (5) Â (5)	Common Stock 150,000
NQ Stock Options 01/28/2008	\$ 73.29	Â	Â	Â	Â Â	Â (5) Â (5)	Common Stock 114,000
NQ Stock Options 01/26/2009	\$ 56.51	Â	Â	Â	Â Â	Â (5) Â (5)	Common Stock 155,000
NQ Stock Options 01/25/2010	\$ 46.09	Â	Â	Â	Â Â	Â (5) Â (5)	Common Stock 138,000
NQ stock Options 01/24/2011	\$ 43.4	Â	Â	Â	Â Â	Â (5) Â (5)	Common Stock 265,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROWE JOHN W 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603	Â	Â	Â Chairman and CEO	Â

Signatures

John W. Rowe 01/20/2012

Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) Shares held as of 12/31/2011 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 dividends.

(2) Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vest immediately upon receipt. The remaining shares vest in 1/3 increments on each of the first and second anniversaries of the grant date. Under certain circumstances some or all of the vested shares may be settled in cash on a 1 for 1 basis based on the cash value of the underlying stock on the date of vesting.

(3) Balance includes the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 253 shares on 3/10/2011; 262 shares on 6/10/2011; 262 shares on 9/9/2011; and 258 shares on 12/9/2011.

(4) Phantom shares held in a multi-fund deferred compensation plan to be settled for 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 dividends.

(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 anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.