

Souza Fabian
Form 4
February 06, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Souza Fabian

(Last) (First) (Middle)
10 S. DEARBORN STREET
(Street)

CHICAGO, IL 60603

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and Corporate Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/04/2019		M	20,197 A	20,807	D	
Common Stock	02/04/2019		F	6,380 D \$ 47.34	14,426	D	
Common Stock	02/04/2019		D	6,069 D \$ 47.34	8,357	D	

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

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number.

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 Security (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units 2018	\$ 0	02/04/2019		M		1,936	(2)	(2)	Common Stock	3,8
Restricted Stock Units 2019	\$ 0	02/04/2019		A	4,552		(2)	(2)	Common Stock	4,5
Performance Shares 2016-2018 (stock units)	\$ 0	02/04/2019		A	18,261		(3)	(3)	Common Stock	18,2
Performance Shares 2016-2018 (stock units)	\$ 0	02/04/2019		M	18,261		(3)	(3)	Common Stock	18,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Souza Fabian 10 S. DEARBORN STREET CHICAGO, IL 60603			SVP and Corporate Controller	

Signatures

Katherine A. Smith, Attorney-in-Fact for Fabian E. Souza
 02/06/2019
 **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) Common shares acquired through conversion of previously awarded and vested restricted stock units (RSUs) and performance share (stock units) under the Exelon Long Term Incentive Plan.

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- Restricted stock unit (RSUs) award 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 dates of the Committee's January or February meetings held in the first, second, and third years after the grant date. Each RSU represents the right to receive one share of Exelon common stock. Awards accrue additional RSUs acquired through quarterly dividend reinvestment that vest on the same schedule as the underlying award.
- (2)

- Performance share (stock unit) award granted pursuant to the Exelon Long Term Incentive Plan for the three-year performance period of January 1, 2016 to December 31, 2018, based on the Compensation and Leadership Development Committee's determination of performance achieved for the period. Each performance share (stock unit) represents the right to receive one share or the economic equivalent value of one share of Exelon common stock. Performance share (stock units) awards vest immediately upon grant date.
- (3)

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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