

GILLIS RUTH ANN M
Form 4/A
February 08, 2008

FORM 4

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

OMB APPROVAL

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

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 *
GILLIS RUTH ANN M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10 SOUTH DEARBORN STREET, 54TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2008

____ Director
____ Officer (give title below) Other (specify below)
Executive VP as of 01-29-2008

CHICAGO, IL 60603

4. If Amendment, Date Original Filed(Month/Day/Year)
01/30/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/28/2008		M	V	18,571 (4) (6) \$ 73.29	A	21,822 (1) D
Common Stock	01/28/2008		F		6,065 (5) \$ 73.29	D	15,757 (1) D
Common Stock	01/28/2008		D		6,253 (7) \$ 73.29	D	9,504 (1) D
Common Stock (Deferred Shares)							41,223 I By Stock Deferral Plan
							25 (2) D

Common
Stock
(401k
Shares)

Common
Stock

19,101

I

Held in
trust
accounts.

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Performance Shares - Stock Units	(4)	01/28/2008		A	19,415	(4) (4)	Common Stock	19,415
Performance Shares - Stock Units	(4)	01/28/2008		M	18,571 (6)	(4) (4)	Common Stock	18,571
NQ Stock Options 01/28/2008	\$ 73.29	01/28/2008		A	19,000	(3) (3)	Common Stock	19,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GILLIS RUTH ANN M
10 SOUTH DEARBORN STREET
54TH FLOOR
CHICAGO, IL 60603

Executive VP as of 01-29-2008

Signatures

Scott N. Peters, Attorney in Fact for Ruth Ann M.
Gillis

02/08/2008

__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) Previously reported transactions were accurate, but the balance of common stock was inadvertently overstated by 875 shares.
Shares held as of 12/31/2007 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. Balance previously reported was inadvertently overstated by 7 shares.
 - (3) 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.
Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vest immediately upon receipt.
 - (4) 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.
 - (5) Shares withheld by the Issuer for reporting person's tax obligation.
 - (6) Vested amount includes 1/3 of the current grant, the second 1/3 of the grant made in January 2007 and the third and final 1/3 of the grant made in January 2006.
 - (7) Vested performance shares settled in cash on a 1 for 1 basis.

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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