

Thayer Jonathan W
Form 4
January 30, 2013

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 *
Thayer Jonathan 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. Date of Earliest Transaction (Month/Day/Year)
01/28/2013

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)
EVP and CFO

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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 01/28/2013 | | M | | 15,000 A \$ 31.18 | 19,085 ⁽¹⁾ | D |
| Common Stock | 01/28/2013 | | F | | 4,853 ⁽²⁾ D \$ 31.18 | 14,232 | D |
| Common Stock | 01/28/2013 | | D | | 5,075 ⁽³⁾ D \$ 31.18 | 9,157 | D |
| Common Stock (Restricted Stock Shares) | | | | | | 18,637 ⁽⁴⁾ | D |

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Common Stock- 401k Plan Shares 1,533 ⁽⁵⁾ I by 401k Plan

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Performance Shares- Stock Units | <u>(6)</u> | 01/28/2013 | | A | 45,000 | <u>(6)</u> <u>(6)</u> | Common stock | 45,000 |
| Performance Shares- Stock Units | <u>(6)</u> | 01/28/2013 | | M | 15,000 | <u>(6)</u> <u>(6)</u> | Common stock | 15,000 |
| Restricted Stock Unit Award 01/28/2013 | <u>(7)</u> | 01/28/2013 | | A | 23,000 | <u>(7)</u> <u>(7)</u> | Common stock | 23,000 |
| Restricted Stock Units 01/28/2013 | <u>(8)</u> | 01/28/2013 | | A | 30,000 | <u>(8)</u> <u>(8)</u> | Common stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thayer Jonathan W 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603 | | | EVP and CFO | |

Signatures

Scott N. Peters, Attorney in Fact for Jonathan W.
Thayer

01/29/2013

__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) Balance includes 39 shares on 6/8/2012; 59 shares on 9/10/2012; and 70 shares on 12/10/2012 through automatic dividend reinvestment.
- (2) Shares withheld by the Issuer for reporting person's tax obligation.
- (3) Shares settled in cash on a 1 for 1 basis.
- (4) Restricted Stock Shares vest in 1/3 increments on February 24, 2013, February 24, 2014 and February 24, 2015. Balance includes 181 shares on 6/8/2012; 265 shares on 9/10/2012; and 323 shares on 12/10/2012 through automatic dividend reinvestment.
Shares held as of 12/31/2012 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.
- (6) 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.
- (7) Restricted stock unit award made pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded will vest upon the first, second and third anniversary date that is referenced in column 1.
- (8) Restricted stock units awarded pursuant to the Exelon Long Term Incentive Plan. 100% of the units will vest on the 5th anniversary date of the award referenced in Column 1.

Note: File three copies of this Form, one of which must be manually signed. If space 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.