Cornew Kenneth W. Form 5
January 24, 2012

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Cornew Kenneth W. Symbol **EXELON CORP [EXC]** (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner X _ Officer (give title Other (specify 12/31/2011 below) below) 10 SOUTH DEARBORN Senior Vice President STREET. 54TH FLOOR (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) CHICAGO, ILÂ 60603 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (State) (City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common Â Â Â Â Â Â Â 14,793 (1) D Stock Persons who respond to the collection of information Reminder: Report on a separate line for each class of **SEC 2270** securities beneficially owned directly or indirectly. contained in this form are not required to respond unless (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

the form displays a currently valid OMB control number.

Edgar Filing: Cornew Kenneth W. - Form 5

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)	Number		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	(2)	(2)	Common Stock	2,088
Restricted Stock Units 08/01/2008	Â	Â	Â	Â	Â	Â	(4)	(4)	Common Stock	5,000
Restricted Stock Units 07/01/2010	Â	Â	Â	Â	Â	Â	(5)	(5)	Common Stock	10,000
Deferred Comp. Phantom Shares	Â	Â	Â	Â	Â	Â	(6)	(6)	Common Stock	424
NQ Stock Options 01/26/2004	\$ 32.54	Â	Â	Â	Â	Â	(7)	(7)	Common Stock	4,051
NQ Stock Options 01/24/2005	\$ 42.85	Â	Â	Â	Â	Â	(7)	(7)	Common Stock	5,550
NQ Stock Options 01/23/2006	\$ 58.55	Â	Â	Â	Â	Â	(7)	(7)	Common Stock	6,375
NQ Stock Options 01/22/2007	\$ 59.96	Â	Â	Â	Â	Â	(7)	(7)	Common Stock	8,500
NQ Stock Options 01/28/2008	\$ 73.29	Â	Â	Â	Â	Â	(7)	(7)	Common Stock	11,000
NQ Stock Options 01/26/2009	\$ 56.51	Â	Â	Â	Â	Â	(7)	(7)	Common Stock	14,900
NQ Stock	\$ 46.09	Â	Â	Â	Â	Â	(7)	(7)	Common	13,300

Options 01/25/2010 Stock 01/25/2010 NQ stock 01/24/2011 Â Â Â Â Â Â Â $\frac{7}{2}$ Â $\frac{7}{2}$ Common Stock $\frac{1}{26,000}$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Cornew Kenneth W.

10 SOUTH DEARBORN STREET 54TH FLOOR

CHICAGO, ILÂ 60603

Signatures

Reporting Person

Kenneth W.
Cornew

**Signature of 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 the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 183 shares on 3/10/2011; 205 shares on 6/10/2011; 206 shares on 9/9/2011; and 173 shares on 12/9/2011.
- Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vested 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: 24 shares on 3/10/2011; 25 shares on 6/10/2011; 25 shares on 9/9/2011; and 25 shares on 12/9/2011.
- (4) Restricted stock units granted under the Issuer's Long Term Incentive Plan. Restricted stock units may be settled on a 1 for 1 basis in shares of Exelon common stock. 100% of the shares will vest on 08/01/2013.
- (5) Restricted stock units granted under the Issuer's Long Term Incentive Plan. Restricted stock units may be settled on a 1 for 1 basis in shares of Exelon common stock. 100% of the shares will vest on 07/01/2015.
- Phantom shares held in a multi-fund deferred compensation plan to be settled for cash upon the reporting person's termination of (6) 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.
- (7) 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.

Reporting Owners 3