

DeFontes Kenneth William Jr.
Form 4
August 03, 2012

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 *
DeFontes Kenneth William Jr.

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)
08/03/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CEO, BGE

CHICAGO, IL 60603

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/03/2012 | | M ⁽¹⁾ | | 7,500 | A | \$ 21.25 |
| Common Stock | 08/03/2012 | | S ⁽¹⁾ | | 7,500 | A | \$ 38.33 |
| Common Stock - Restricted Stock Units | | | | | 9,668 | | ⁽⁵⁾ ⁽⁶⁾ |
| Common Stock- 401k Plan Shares | | | | | 7,971 | I | ⁽²⁾ by 401k Plan |

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Common Stock 11,777 ⁽⁷⁾ I Held by Spouse

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| NQ Stock Options 02/27/2009 | \$ 21.25 | 08/03/2012 | | M ⁽¹⁾ | 7,500 | ⁽³⁾ ⁽³⁾ | Common Stock | 7,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DeFontes Kenneth William Jr.
10 SOUTH DEARBORN STREET
54TH FLOOR
CHICAGO, IL 60603

President & CEO, BGE

Signatures

Lawrence C. Bachman, Attorney in Fact for Kenneth W. DeFontes, Jr.

08/03/2012

**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) Exercise and all reported sales made pursuant to a rule 10b5-1 trading plan entered into on June 13, 2012.

(2) Common stock as of 07/31/2012 held in a multi-fund 401(k) plan.

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- Non qualified employee stock options originally granted pursuant to the Constellation Energy Group Long Term Incentive Plan. Each
- (3) Constellation option was converted from the right to purchase 1 share of Constellation common stock to the right to purchase 0.93 shares of Exelon common at a strike price equal to the quotient of the original Constellation strike price and 0.93. This grant became fully vested upon conversion on March 12, 2012. Options expire 10 years from the grant date referenced in Column 1.
 - (4) Balance includes 103 shares acquired on 06/08/2012 through automatic dividend reinvestment.
- Restricted stock units originally granted pursuant to the Constellation Energy Group Long Term Incentive Plan and each stock unit was
- (5) converted to 0.93 stock units of Exelon Corporation on March 12, 2012. Stock units will settle in shares of Exelon common stock on a 1 for 1 basis upon vesting. Award will vest 1/3 in February 2013, 1/3 in February 2014 and 1/3 in February 2015.
 - (6) Balance includes 97 shares acquired on 06/08/2012 through automatic dividend reinvestment.
 - (7) Balance includes 119 shares acquired on 06/08/2012 through automatic dividend reinvestment.

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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