

Velazquez David M  
Form 5  
January 29, 2019

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
Velazquez David M  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Pres. & CEO, Pepco Holdings

10 S. DEARBORN STREET, 54TH FLOOR  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2018

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

CHICAGO, IL 60603  
  
(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) Amount (D) Price	16,396	D	

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)**

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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.
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit Awards 2016	\$ 0	Â	Â	Â	Â Â Â (1)	Â (1)	Common Stock	2,876
Restricted Stock Unit Awards 2017	\$ 0	Â	Â	Â	Â Â Â (1)	Â (1)	Common Stock	5,545
Restricted Stock Unit Awards 2018	\$ 0	Â	Â	Â	Â Â Â (1)	Â (1)	Common Stock	7,346
Restricted Stock Unit Award (04/25/2016)	\$ 0	Â	Â	Â	Â Â Â (5)	Â (5)	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Velazquez David M 10 S. DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603	Â	Â	Â Pres. & CEO, Pepco Holdings	Â

## Signatures

Katherine A. Smith, Attorney-in-Fact for David M. Velazquez  
01/29/2019

\_\_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) Previously awarded restricted stock units (RSUs) 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 date of the committee's first annual meeting in the first, second and third years after the award was granted. Award balances accrue additional

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RSUs through quarterly dividend reinvestment that vest on the same schedule as the underlying award.

- (2) Balance includes 93 shares acquired through quarterly dividend reinvestment during 2018.
- (3) Balance includes 179 shares acquired through quarterly dividend reinvestment during 2018.
- (4) Balance includes 237 shares acquired through quarterly dividend reinvestment during 2018.
- (5) Restricted stock unit award granted pursuant to the Exelon Long Term Incentive Plan. 100% of the shares will vest on April 25, 2020.

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