

EXELON CORP  
Form 4  
January 30, 2008

**FORM 4**

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

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

OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
O'Brien Denis P.

(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)

01/28/2008

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Executive VP

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                         | 01/28/2008                              |                                                             | M                                       | Amount<br>(1) (2)<br>14,665<br>A                                        | \$<br>73.29<br>43,817 (3)                                                                                          | D                                                                    |                                                                   |
| Common<br>Stock                         | 01/28/2008                              |                                                             | F                                       | Amount<br>(5)<br>4,952<br>D                                             | \$<br>73.29<br>38,865                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                         | 01/28/2008                              |                                                             | D                                       | Amount<br>(6)<br>9,713<br>D                                             | \$<br>73.29<br>29,152                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock<br>(Deferred<br>Shares) |                                         |                                                             |                                         |                                                                         | 6,103                                                                                                              | I                                                                    | By Stock<br>Deferral<br>Plan                                      |

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

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SEC 1474  
(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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                            |
| Performance Shares - Stock Units           | (1)                                                    | 01/28/2008                           |                                                    | A                              | 16,641                                                                                  | (1) (1)                                                  | Common Stock 16,641                                         |
| Performance Shares - Stock Units           | (1)                                                    | 01/28/2008                           |                                                    | M                              | 14,665 (2)                                                                              | (1) (1)                                                  | Common Stock 14,665                                         |
| NQ Stock Options 01/28/2008                | \$ 73.29                                               | 01/28/2008                           |                                                    | A                              | 22,000                                                                                  | (4) (4)                                                  | Common Stock 22,000                                         |

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships |           |              |       |
|---------------------------------------------------------------------------------|---------------|-----------|--------------|-------|
|                                                                                 | Director      | 10% Owner | Officer      | Other |
| O'Brien Denis P.<br>10 SOUTH DEARBORN STREET<br>54TH FLOOR<br>CHICAGO, IL 60603 |               |           | Executive VP |       |

## Signatures

Scott N. Peters, Attorney in Fact for Denis P. O'Brien  
01/29/2008  
\_\_\_\_\_  
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) 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

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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.

- (2) 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.
- (3) Includes 5,000 restricted shares, and 1,405 shares previously acquired through the Employee Stock Purchase Plan.
- (4) 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.
- (5) Shares withheld by the Issuer for reporting person's tax obligation.
- (6) 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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