

EXELON CORP
Form 8-K
April 30, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

April 27, 2010

Date of Report (Date of earliest event reported)

| Commission File Number | Exact Name of Registrant as Specified in Its Charter; State of Incorporation; Address of Principal Executive Offices; and Telephone Number | IRS Employer Identification Number |
|------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|
| 1-16169 | EXELON CORPORATION (a Pennsylvania corporation) 10 South Dearborn Street P.O. Box 805379 Chicago, Illinois 60680-5379 (312) 394-7398 | 23-2990190 |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 – Corporate Governance and Management

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On April 27, 2010, the shareholders of Exelon Corporation (Exelon) approved the Exelon Corporation 2011 Long-Term Incentive Plan. Under the 2011 Plan, Exelon may grant nonqualified stock options; incentive stock options; stock appreciation rights; restricted stock and restricted stock units, including performance share awards; and performance share units. The aggregate number of shares initially authorized for grants under the 2011 Plan is limited to 5 million shares plus approximately 18.5 million shares remaining authorized under the Exelon Corporation 2006 Long-Term Incentive Plan upon the expiration of that plan at the end of 2010. Approximately 925 employees are eligible to participate in the 2011 Plan. The 2011 Long-Term Incentive Plan and the terms thereof are incorporated herein by reference to Appendix A of Exelon Corporation's Definitive Proxy Statement (Schedule 14A) dated March 18, 2010.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The final results of voting on each of the matters submitted to a vote of security holders during Exelon's annual meeting of shareholders on April 27, 2010 are as follows:

1. Election of Directors

| | FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-----------------------|-------------|------------|-----------|--------------------|
| John A. Canning, Jr. | 422,625,899 | 6,861,343 | 1,670,127 | 80,784,620 |
| M. Walter D'Alessio | 418,079,127 | 11,386,598 | 1,691,644 | 80,784,620 |
| Nicholas DeBenedictis | 417,809,368 | 11,637,830 | 1,710,171 | 80,784,620 |
| Bruce DeMars | 422,032,086 | 7,425,692 | 1,699,591 | 80,784,620 |
| Nelson A. Diaz | 403,897,458 | 25,540,338 | 1,719,573 | 80,784,620 |
| Sue L. Gin | 421,970,238 | 7,496,379 | 1,690,752 | 80,784,620 |
| Rosemarie B. Greco | 414,248,495 | 15,252,529 | 1,656,345 | 80,784,620 |
| Paul L. Joskow | 425,981,035 | 3,396,563 | 1,779,771 | 80,784,620 |
| Richard W. Mies | 422,930,392 | 6,476,568 | 1,750,409 | 80,784,620 |
| John M. Palms | 421,793,210 | 7,568,216 | 1,795,943 | 80,784,620 |
| William C. Richardson | 422,071,485 | 7,341,691 | 1,744,193 | 80,784,620 |
| Thomas J. Ridge | 420,104,290 | 9,384,788 | 1,668,291 | 80,784,620 |
| John W. Rogers, Jr. | 418,439,271 | 10,959,160 | 1,758,938 | 80,784,620 |
| John W. Rowe | 409,823,825 | 19,818,550 | 1,514,994 | 80,784,620 |
| Stephen D. Steinour | 417,413,348 | 11,959,477 | 1,784,544 | 80,784,620 |
| Don Thompson | 425,512,872 | 3,895,653 | 1,748,844 | 80,784,620 |

2. The approval of Exelon Corporation's 2011 Long-Term Incentive Plan

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-------------|------------|-----------|--------------------|
| 369,555,767 | 58,324,119 | 3,277,483 | 80,784,620 |

3. Ratify PricewaterhouseCoopers LLP as Exelon's Independent Accountant for 2010

| FOR | AGAINST | ABSTAIN |
|-------------|-----------|-----------|
| 503,633,813 | 6,606,054 | 1,702,122 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EXELON CORPORATION

/s/ Matthew F. Hilzinger
Matthew F. Hilzinger
Senior Vice President and Chief Financial
Officer
Exelon Corporation

April 30, 2010
