

EXELON CORP
Form 4
May 22, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
ROWE JOHN W

(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)
05/20/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 or (D) Price | | |
| Common Stock | 05/20/2008 | | M | | 50,000 (1) A \$ 32.54 | 401,914 (2) | D |
| Common Stock | 05/20/2008 | | S | | 800 (1) D \$ 87.74 | 401,114 | D |
| Common Stock | 05/20/2008 | | S | | 1,000 D \$ 87.83 | 400,114 | D |
| Common Stock | 05/20/2008 | | S | | 159 D \$ 87.89 | 399,955 | D |
| Common Stock | 05/20/2008 | | S | | 700 D \$ 87.9 | 399,255 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 05/20/2008 | S | 1,000 | D | \$ 87.93 | 398,255 | D |
| Common Stock | 05/20/2008 | S | 600 | D | \$ 87.95 | 397,655 | D |
| Common Stock | 05/20/2008 | S | 1,000 | D | \$ 87.97 | 396,655 | D |
| Common Stock | 05/20/2008 | S | 1,100 | D | \$ 87.98 | 395,555 | D |
| Common Stock | 05/20/2008 | S | 1,100 | D | \$ 87.99 | 394,455 | D |
| Common Stock | 05/20/2008 | S | 800 | D | \$ 88.01 | 393,655 | D |
| Common Stock | 05/20/2008 | S | 1,200 | D | \$ 88.04 | 392,455 | D |
| Common Stock | 05/20/2008 | S | 1,000 | D | \$ 88.05 | 391,455 | D |
| Common Stock | 05/20/2008 | S | 100 | D | \$ 88.11 | 391,355 | D |
| Common Stock | 05/20/2008 | S | 100 | D | \$ 88.12 | 391,255 | D |
| Common Stock | 05/20/2008 | S | 900 | D | \$ 88.13 | 390,355 | D |
| Common Stock | 05/20/2008 | S | 400 | D | \$ 88.14 | 389,955 | D |
| Common Stock | 05/20/2008 | S | 1,100 | D | \$ 88.15 | 388,855 | D |
| Common Stock | 05/20/2008 | S | 1,100 | D | \$ 88.19 | 387,755 | D |
| Common Stock | 05/20/2008 | S | 800 | D | \$ 88.26 | 386,955 | D |
| Common Stock | 05/20/2008 | S | 500 | D | \$ 88.27 | 386,455 | D |
| Common Stock | 05/20/2008 | S | 1,300 | D | \$ 88.28 | 385,155 | D |
| Common Stock | 05/20/2008 | S | 600 | D | \$ 88.3 | 384,555 | D |
| Common Stock | 05/20/2008 | S | 900 | D | \$ 88.32 | 383,655 | D |
| Common Stock | 05/20/2008 | S | 100 | D | \$ 88.33 | 383,555 | D |
| | 05/20/2008 | S | 800 | D | | 382,755 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | | | | | \$ 88.35 | | |
| Common Stock | 05/20/2008 | S | 4,500 | D | \$ 88.37 | 378,255 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| NQ Stock Options 01/26/2004 | \$ 32.54 | 05/20/2008 | | M ⁽¹⁾ | 50,000 | (⁽³⁾) (⁽³⁾) | Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROWE JOHN W 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603 | | | Chairman, President and CEO | |

Signatures

| | |
|--|------------|
| Scott N. Peters, Attorney in Fact for John W. Rowe | 05/21/2008 |
| **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)

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Exercise and all reported sales made pursuant to a rule 10b5-1 trading plan entered into on September 13, 2007. Shares were sold through small lots which are reported as individual sales on this form and on other Form 4's being filed simultaneously because the EDGAR system will only accept 30 transactions on a single form.

- (2) Balance includes 3,618 shares held in the Employee Stock Purchase Plan.
- (3) 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 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.