

GILLIS RUTH ANN M  
Form 4  
January 28, 2009

**FORM 4**

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

OMB APPROVAL

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

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 \*  
GILLIS RUTH ANN M

(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)  
01/26/2009

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)  
Executive Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount (1) (2) or (D) Price   |  |  |
| Common Stock                    | 01/26/2009                           |  | M                              |   | 19,412 (1) (2) \$ 56.51   | A  | 28,916 D                                   |
| Common Stock                    | 01/26/2009                           |  | F                              |   | 5,986 (3) \$ 56.51  | D  | 22,930 D                                   |
| Common Stock                    | 01/26/2009                           |  | D                              |   | 13,426 (4) \$ 56.51   | D  | 9,504 D                                    |
| Common Stock 401(k) Shares      |                                      |  |                                |   | 25 (5)  |  | D  |
|                                 |                                      |  |                                |   | 42,444  |  | I  |

|   |  |  |  |        |   |  |                              |
|---|--|--|--|--------|---|--|------------------------------|
| Common<br>Stock<br>(Deferred<br>Shares) |  |  |  |        |   |  | By Stock<br>Deferral<br>Plan |
| Common<br>Stock                         |  |  |  | 19,101 | I |  | Held in<br>trust<br>accounts |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--|--|-------------------------------------|
|   |  |   |   | Code V (A) (D)                       |  | Date<br>Exercisable Expiration<br>Date Date                    | Title  |                                     |
| Performance<br>Shares -<br>Stock Units              | (1)  | 01/26/2009                              |   | A                                    | 16,800   | (1) (1)  | Common<br>Stock  | 16,800                              |
| Performance<br>Shares -<br>Stock Units              | (1)  | 01/26/2009                              |   | M                                    | 19,412   | (1) (1)  | Common<br>Stock  | 19,412                              |
| NQ Stock<br>Options<br>01/26/2009                   | \$ 56.51   | 01/26/2009                              |   | A                                    | 25,200   | (6) (6)  | Common<br>Stock  | 25,200                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| GILLIS RUTH ANN M<br>10 SOUTH DEARBORN STREET<br>54TH FLOOR<br>CHICAGO, IL 60603 |               |           | Executive Vice President |       |

## Signatures

Lawrence C. Bachman, Attorney in Fact for Ruth Ann  
Gillis

01/28/2009

\_\_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).  
Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vest immediately upon receipt.
  - (1) The remaining shares vest in 1/3 increments on each of the first and second anniversaries of the grant date. Under certain circumstances 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 2008 and the third and final 1/3 of the grant made in January 2007.
  - (3) Shares withheld by the Issuer for reporting person's tax obligation.
  - (4) Shares settled in cash on a 1 for 1 basis.  
Shares held as of 12/31/2008 in a multi-fund 401(k) Plan to be settled in cash upon the reporting person's termination of employment for any reason on a 1:1 basis. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.
  - (6) 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.