

Dominguez Joseph  
Form 5  
January 24, 2012

**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 \*  
Dominguez Joseph

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2011

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)  
Senior Vice President

6. Individual or Joint/Group Reporting

(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 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) or (D) Price	12,200	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
Performance Shares - Stock Units	Â	Â	Â	Â	Â	Â	Â (1)	Â (1)	Common Stock	1,310
Restricted Stock Units 03/20/2011	Â	Â	Â	Â	Â	Â	Â (3)	Â (3)	Common Stock	10,000
NQ Stock Options 01/24/2005	\$ 42.85	Â	Â	Â	Â	Â	Â (4)	Â (4)	Common Stock	1,988
NQ Stock Options 01/23/2006	\$ 58.55	Â	Â	Â	Â	Â	Â (4)	Â (4)	Common Stock	4,100
NQ Stock Options 01/22/2007	\$ 59.96	Â	Â	Â	Â	Â	Â (4)	Â (4)	Common Stock	6,000
NQ Stock Options 01/28/2008	\$ 73.29	Â	Â	Â	Â	Â	Â (4)	Â (4)	Common Stock	6,700
NQ Stock Options 01/26/2009	\$ 56.51	Â	Â	Â	Â	Â	Â (4)	Â (4)	Common Stock	9,400
NQ Stock Options 01/25/2010	\$ 46.09	Â	Â	Â	Â	Â	Â (4)	Â (4)	Common Stock	8,300
NQ stock Options 01/24/2011	\$ 43.4	Â	Â	Â	Â	Â	Â (4)	Â (4)	Common Stock	21,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dominguez Joseph  
10 SOUTH DEARBORN STREET      Â      Â      Â Senior Vice President      Â  
54TH FLOOR  
CHICAGO, IL 60603

## Signatures

Joseph      01/18/2012  
Dominguez

\_\_Signature of      Date  
Reporting Person

## 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 vested 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 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) Balance includes the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 15 shares on 3/10/2011; 16 shares on 6/10/2011; 16 shares on 9/9/2011; and 16 shares on 12/9/2011.
- (3) Restricted stock units granted under the Issuer's Long Term Incentive Plan. Restricted stock units may be settled on a 1 for 1 basis in shares of Exelon common stock. 100% of the shares will vest on 05/13/2016.
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.