

Cornew Kenneth W.
Form 5
January 26, 2011

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 *
Cornew Kenneth W.

2. Issuer Name and Ticker or Trading Symbol
EXELON CORP [EXC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Senior Vice President

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

10 SOUTH DEARBORN STREET, 54TH FLOOR

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60603

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	^	^	^	^ ^ ^	13,637 ⁽¹⁾	D	^
Common Stock	^	^	^	^ ^ ^	3,225	I	Held by immediate family

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)

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. D S (I)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares - Stock Units	Â	Â	Â	Â	Â	Â	Â (2)	Â (2)	Common Stock 7,629
Restricted Stock Units 08/01/2008	Â	Â	Â	Â	Â	Â	Â (4)	Â (4)	Common Stock 5,000
Restricted Stock Units 07/01/2010	Â	Â	Â	Â	Â	Â	Â (5)	Â (5)	Common Stock 10,000
Deferred Comp. Phantom Shares	Â	Â	Â	Â	Â	Â	Â (6)	Â (6)	Common Stock 128
NQ Stock Options 01/26/2004	\$ 32.54	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock 4,051
NQ Stock Options 01/24/2005	\$ 42.85	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock 5,550
NQ Stock Options 01/23/2006	\$ 58.55	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock 6,375
NQ Stock Options 01/22/2007	\$ 59.96	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock 8,500
NQ Stock Options 01/28/2008	\$ 73.29	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock 11,000
NQ Stock Options	\$ 56.51	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock 14,900

01/26/2009

NQ Stock

Options	\$ 46.09	Â	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	13,300
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01/25/2010

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cornew Kenneth W. 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603	Â	Â	Â Senior Vice President	Â

Signatures

Kenneth W.
Cornew

01/24/2011

**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) Balance includes the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 146 shares on 3/10/2010; 201 shares on 6/10/2010; 189 shares on 9/10/2010; and 170 shares on 12/10/2010.

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.
- (3) Balance includes the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 84 shares on 3/10/2010; 96 shares on 6/10/2010; 91 shares on 9/10/2010; and 99 shares on 12/10/2010.
- (4) 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 08/01/2013.
- (5) 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 07/01/2015.

Phantom shares held in a multi-fund deferred compensation plan to be settled for 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.
- (7) 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.