

Pardee Charles G  
 Form 3  
 March 14, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Pardee Charles G                          |         | (Month/Day/Year)                     | EXELON CORP [EXC]  |  |
| (Last)                                    | (First) | (Middle)                             | 03/12/2012   |  |
| 10 SOUTH DEARBORN STREET, 54TH FLOOR      |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| CHICAGO, IL 60603                         |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | Senior Vice President  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common stock                    | 24,091  | D  |   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|                                   | Date Exercisable | Expiration Date |              | Amount or Number of Shares |          | or Indirect (I) (Instr. 5) |   |
|-----------------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Restricted stock units-08/01/2008 | Â (1)            | Â (1)           | Common stock | 10,000                     | \$ (1)   | D                          | Â |
| Restricted stock units-06/01/2010 | Â (2)            | Â (2)           | Common stock | 8,000                      | \$ (2)   | D                          | Â |
| Performance Shares - Stock Units  | Â (3)            | Â (3)           | Common Stock | 15,854                     | \$ (3)   | D                          | Â |
| Deferred Comp. Phantom Shares     | Â (4)            | Â (4)           | Common Stock | 2,176                      | \$ (4)   | D                          | Â |
| NQ Stock Options - 01/26/2004     | Â (5)            | Â (5)           | Common Stock | 10,000                     | \$ 32.54 | D                          | Â |
| NQ Stock Options - 01/24/2005     | Â (5)            | Â (5)           | Common Stock | 14,500                     | \$ 42.85 | D                          | Â |
| NQ Stock Options - 01/23/2006     | Â (5)            | Â (5)           | Common Stock | 12,750                     | \$ 58.55 | D                          | Â |
| NQ Stock Options - 01/22/2007     | Â (5)            | Â (5)           | Common Stock | 19,000                     | \$ 59.96 | D                          | Â |
| NQ Stock Options - 01/28/2008     | Â (5)            | Â (5)           | Common Stock | 19,000                     | \$ 73.29 | D                          | Â |
| NQ Stock Options - 01/26/2009     | Â (5)            | Â (5)           | Common Stock | 25,200                     | \$ 56.51 | D                          | Â |
| NQ Stock Options - 01/25/2010     | Â (5)            | Â (5)           | Common Stock | 22,400                     | \$ 46.09 | D                          | Â |
| NQ Stock Options - 01/24/2011     | Â (5)            | Â (5)           | Common Stock | 44,000                     | \$ 43.4  | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Pardee Charles G<br>10 SOUTH DEARBORN STREET<br>54TH FLOOR<br>CHICAGO, IL 60603 | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

Lawrence C. Bachman, attorney in fact for Charles G. Pardee

03/13/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) 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.

(2) 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 06/01/2013.

(3) 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.

(4) 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.

(5) 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.

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