Cornew Kenneth W. Form 4 May 29, 2013

FORM 4

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

Check this box

if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction 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(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * Cornew Kenneth W.

> (First) (Middle)

10 SOUTH DEARBORN

STREET, 54TH FLOOR

(Street)

(State)

(Month/Day/Year)

CHICAGO, IL 60603

2. Issuer Name and Ticker or Trading Symbol

EXELON CORP [EXC]

3. Date of Earliest Transaction (Month/Day/Year) 05/28/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Execution Date, if (Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

4. Securities

Securities Beneficially Owned Following Reported

Issuer

below)

Person

5. Amount of

Director

Applicable Line)

X_ Officer (give title

Transaction(s)

(Instr. 3 and 4)

(Instr. 4)

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January 31,

2005

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Number:

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response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Senior Exec. VP

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

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 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8 4. Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Securities Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)				(
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units 05/28/2013	(1)	05/28/2013		A	3,600	<u>(1)</u>	<u>(1)</u>	Common Stock	3,600
Restricted Stock Units 01/28/2013	<u>(2)</u>					(2)	(2)	Common stock	24,494
Restricted Stock Units 01/28/2013	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common stock	30,000
Restricted Stock Units 07/01/2010	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	10,000
Restricted Stock Units 08/01/2008	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	5,000
Performance Shares - Stock Units	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	25,270

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips						
	Director	10% Owner	Officer	Other			

Cornew Kenneth W.

10 SOUTH DEARBORN STREET
54TH FLOOR
Senior Exec. VP

CHICAGO, IL 60603

Signatures

Scott N. Peters, Attorney in Fact for Kenneth W.
Cornew 05/29/2013

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Reporting Owners 2

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (1) Restricted stock unit award made pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded will vest on each of January 28, 2014; January 28, 2015 and January 28, 2016.
- (2) Restricted stock unit award made pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded will vest upon the first, second and third anniversary date that is referenced in column 1.
- (3) Balance includes 394 shares acquired on March 8, 2013 through automatic dividend reinvestment.
- (4) Restricted stock units awarded pursuant to the Exelon Long Term Incentive Plan. 100% of the units will vest on the 5th anniversary date of the award referenced in Column 1.
 - Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vest immediately upon receipt.
- (5) 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.

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.