

BERZIN ANN C  
Form 4  
April 02, 2018

**FORM 4**

**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).

**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 \*  
BERZIN ANN C

(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)  
03/31/2018

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)

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 Ownership (Instr. 4) |   |   |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|---|
|                                     |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |   |
|                                     |                                      |  |                                | Code  | V   | Amount   |                                   |   |   |
| Common Stock (Deferred Stock Units) | 03/31/2018                           |  | A                              | 967   | A   | \$ 37.5  | 22,367 <sup>(1)</sup>             | I | By Exelon Directors' Deferred Stock Unit Plan |

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock Units                               | (2)  |                                      |  |                                |   | (2) (2)  | Common Stock  | 28,167                        |
| Deferred Compensation - Phantom Share Equivalents | (4)  | 03/31/2018                           |  | A                              | 851   | (4) (4)  | Common Stock  | 851                           |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BERZIN ANN C<br>10 SOUTH DEARBORN STREET<br>54TH FLOOR<br>CHICAGO, IL 60603 |               |           | X       |       |

## Signatures

Scott N. Peters, Esq., Attorney in Fact for Ann C.  
Berzin

04/02/2018

\_\_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 195 shares acquired on March 9, 2018 through automatic dividend reinvestment.
- (2)

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Phantom stock units (which are in the form of deferred stock units) converted from the legacy Constellation Energy Group (CEG) Directors Deferred Compensation Plan to phantom units of Exelon common stock at the rate of 0.93 Exelon units for each unit of CEG. Units will be settled in cash on a 1 for 1 basis upon the termination of the reporting person's service on the Exelon board of directors. Balance updated to reflect additional stock units credited to the account through the dividend reinvestment feature of the plan.

- (3) Balance includes 257 shares acquired on March 9, 2018 through automatic dividend reinvestment.

Phantom share equivalents acquired through regular periodic contributions of deferred board compensation and the reinvestment of dividend equivalents in reporting person's Exelon stock fund account under multi-fund, non-qualified deferred compensation plan. The

- (4) unitized fund consists of Exelon common stock and short term investments and will be settled in cash upon the reporting person's separation from the board for any reason. The balance of such phantom share equivalents may fluctuate from time to time due to fluctuations in the fund composition.

- (5) Balance includes 200 share equivalents accrued on February 13, 2018 through automatic dividend reinvestment.

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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