

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- 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.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Thayer Jonathan W</u> (Last) (First) (Middle) 10 SOUTH DEARBORN STREET 54TH FLOOR (Street) CHICAGO IL 60603 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EXELON CORP [EXC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior EVP and CFO
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2016	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							60,579 ⁽¹⁾	D	
Common Stock (401k Shares)							1,784 ⁽²⁾	I	By 401k Plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Unit Awards	\$0						(3)	(3)	Common Stock	62,243	62,243 ⁽⁴⁾	D	
Restricted Stock Unit Grant 01/28/2013	\$0						(5)	(5)	Common Stock	30,000	30,000	D	
NQ Stock Option 03/12/2012	\$39.81						(6)	(6)	Common Stock	97,000	97,000	D	
NQ Stock Option 02/24/2012	\$39.24						(7)	(7)	Common Stock	175,946	175,946	D	
NQ Stock Option 02/25/2011	\$32.46						(7)	(7)	Common Stock	125,429	125,429	D	
NQ Stock Option 02/26/2010	\$37.71						(7)	(7)	Common Stock	67,304	67,304	D	
NQ Stock Option 02/27/2009	\$21.25						(7)	(7)	Common Stock	167,669	167,669	D	
NQ Stock Option 02/21/2008	\$101.05						(7)	(7)	Common Stock	8,676	8,676	D	
NQ Stock Option 02/22/2007	\$81.56						(7)	(7)	Common Stock	8,342	8,342	D	

Explanation of Responses:

- Balance includes the following shares acquired through dividend reinvestment: 125, 130, 136 and 132 shares acquired on March 10, 2016, June 10, 2016, September 9, 2016 and December 9, 2016 respectively.
- Shares held as of December 31, 2016 in a multi-fund 401(k) Plan to be settled in 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.

3. Restricted stock unit awards made pursuant to the Exelon Long Term Incentive Plan. Share awards are made annually in January at the Compensation and Leadership Development committee's meeting and vest in 1/3 increments on the date of the committee's January meeting in the first, second and third years after the award was made.
4. Balance consists of unvested shares remaining from the awards granted in January of the previous three years along with reinvested dividends as follows: 536, 556, 582 and 562 shares acquired on March 10, 2016, June 10, 2016, September 9, 2016 and December 9, 2016 respectively.
5. Restricted stock grant made pursuant to the Exelon Long Term Incentive Plan. 100% of the shares will vest on January 28, 2018.
6. 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.
7. Non-qualified employee stock options originally granted by Constellation Energy Group that vested and were converted pursuant to the Merger Agreement. Each Constellation option was converted into an option to purchase Exelon common stock at the rate of 0.93 shares of Exelon common stock for each share of Constellation common stock at a strike price equal to the quotient of the original Constellation strike price and 0.93. The grant is fully vested and will expire on the tenth anniversary of the grant date referenced in Column 1.

Remarks:

[Scott N. Peters, Esq. Attorney
in Fact for Jonathan Thayer](#) [01/20/2017](#)

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.