

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Cornew Kenneth W.</u>			2. Issuer Name and Ticker or Trading Symbol <u>EXELON CORP [EXC]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO; Generation</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/26/2015</u>			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		
10 SOUTH DEARBORN STREET 54TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	CHICAGO	IL	60603					
(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/26/2015		M		59,947	A	\$37.34	92,623 ⁽¹⁾	D	
Common Stock	01/26/2015		F		27,307 ⁽²⁾	D	\$37.34	65,316	D	
Common Stock	01/26/2015		D		22,329 ⁽³⁾	D	\$37.34	42,988	D	

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit Award 01/26/2015	\$0	01/26/2015		A		25,789		(4)	(4)	Common stock	25,789	(4)	25,789	D	
Restricted Stock Unit Award 01/27/2014	\$0	01/26/2015		M			11,546	(4)	(4)	Common stock	11,546	\$37.34	23,098 ⁽⁵⁾	D	
Restricted Stock Unit Award 01/28/2013	\$0	01/26/2015		M		9,901		(4)	(4)	Common stock	9,901	\$37.34	9,912 ⁽⁶⁾	D	
Performance Shares - Stock Units	\$0	01/26/2015		A		27,677 ⁽⁷⁾		(7)	(7)	Common stock	27,677	(7)	38,500 ⁽⁷⁾⁽⁸⁾	D	
Performance Shares - Stock Units	\$0	01/26/2015		M		38,500		(8)	(8)	Common stock	38,500	\$37.34	0	D	
Restricted Stock Unit Award 07-01-2010	(9)							(9)	(9)	Common stock	10,000		10,000	D	
Restricted Stock Unit Award 01-28-2013	(10)							(10)	(10)	Common stock	30,000		30,000	D	
Def. Comp. Phantom Share Equivalents	(11)							(11)	(11)	Common stock	1,538		1,538 ⁽¹²⁾	D	

Explanation of Responses:

- Balance includes 335 shares acquired on March 10, 2014 through automatic dividend reinvestment.
- Shares withheld by the Issuer for reporting person's tax obligation.
- Shares settled in cash on a 1 for 1 basis.
- 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.
- Balance includes 347 shares acquired on March 10, 2014; 282 shares acquired on June 10, 2014; 319 shares acquired on September 10, 2014; and 297 shares acquired on December 10, 2014 through automatic dividend reinvestment.
- This security also includes 3,600 shares from a supplemental award made on May 28, 2013 and reported a Form 4 filed on May 29, 2013. Balance includes 198 shares acquired on March 10, 2014; 161 shares acquired on June 10, 2014; 183 shares acquired on September 10, 2014; and 170 shares acquired on December 10, 2014 through automatic dividend reinvestment.
- Transition performance shares awarded pursuant to the Exelon Long Term Incentive Plan in connection with transition from one-year to three-year performance period for the performance share award program. Shares vest immediately upon award.

8. Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vest 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.

9. Restricted stock unit award made pursuant to the Exelon Long Term Incentive Plan. 100% of the shares vest on July 1, 2015.

10. Restricted stock unit award made pursuant to the Exelon Long Term Incentive Plan. 100% of the shares vest on January 28, 2018.

11. Phantom share equivalents representing units held in the Exelon stock fund in a multi-fund, non-qualified deferred compensation plan. The Exelon stock fund is a unitized fund that consists of Exelon common stock and short term investments. Units of the fund will be settled upon the reporting person's separation from the board for any reason. Units will be settled in cash. Units are acquired through regular periodic contributions of deferred board compensation and the reinvestment of dividend equivalents. The balance of phantom share equivalents may fluctuate from time to time due to fluctuations in the fund composition.

12. Balance as of December 31, 2014. Balance includes 16 share equivalents accrued on February 12, 2014; 13 accrued on May 13, 2014; 15 accrued on August 13, 2014; and 13 on November 13, 2014 through automatic dividend reinvestment.

Remarks:

Lawrence C. Bachman, Attorney 01/28/2015
in Fact for Kenneth W. Cornew

** 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.

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