

**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>O'Brien Denis P.</u>  (Last) (First) (Middle) <u>10 SOUTH DEARBORN STREET</u> <u>54TH FLOOR</u>  (Street) <u>CHICAGO IL 60603</u>  (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) <u>Sr. Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/29/2018</u>	
	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  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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/29/2018		M		76,195	A	\$38.33	133,438	D	
Common Stock	01/29/2018		F		29,741 <sup>(1)</sup>	D	\$38.33	103,697	D	
Common stock	01/29/2018		D		27,495 <sup>(2)</sup>	D	\$38.33	76,203	D	
Common Stock								10,000	I	Held by spouse.
Common Stock (ESPP shares)								1,405	D	
Common Stock (Deferred shares)								9,339	I	By Stock Deferral 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit Awards	\$0	01/29/2018		A		21,273		(3)	(3)	Common stock	21,273	(3)	74,979	D	
Restricted Stock Unit Awards	\$0	01/29/2018		M		26,903		(3)	(3)	Common stock	26,903	\$38.33	48,076	D	
Performance Shares-Stock Units	\$0	01/29/2018		A		49,292		(4)	(4)	Common stock	49,292	(4)	49,292	D	
Performance Shares-Stock Units	\$0	01/29/2018		M		49,292		(4)	(4)	Common stock	49,292	\$38.33	0	D	

**Explanation of Responses:**

- Shares withheld by the Issuer for reporting person's tax obligation.
- Shares settled in cash on a 1 for 1 basis.
- 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.
- Performance share stock units award made pursuant to the Exelon Long Term Incentive Plan for the three-year performance period from January 1, 2015 to December 31, 2017. Shares vest immediately upon award. This grant was settled in cash on a 1 for 1 basis based on the cash value of the underlying stock on the date of vesting because the reporting person had attained 200% of their required stock ownership target.

**Remarks:**

Scott N. Peters, Attorney in Fact 01/31/2018  
for Denis P. O'Brien

\*\* 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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