

**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>Adams Craig L</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) <u>President &amp; CEO; PECO Energy</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2016	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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							47,941 <sup>(1)</sup>	D	
Common Stock (ESPP Shares)							1,147 <sup>(2)</sup>	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)
					(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Unit Awards	\$0						(3)	(3)	Common Stock	19,237	19,237 <sup>(4)</sup>	D	
NQ Stock Option 03/12/2012	\$39.81						(5)	(5)	Common Stock	35,000	35,000	D	
NQ Stock Option 01/24/2011	\$43.4						(5)	(5)	Common Stock	21,000	21,000	D	
NQ Stock Option 01/25/2010	\$46.09						(5)	(5)	Common Stock	10,500	10,500	D	
NQ Stock Option 01/26/2009	\$56.51						(5)	(5)	Common Stock	11,700	11,700	D	
NQ Stock Option 01/28/2008	\$73.29						(5)	(5)	Common Stock	8,300	8,300	D	
NQ Stock Option 01/22/2007	\$59.96						(5)	(5)	Common Stock	8,500	8,500	D	

**Explanation of Responses:**

- Balance includes 420, 427, 429 and 446 shares acquired on March 10, 2016, June 10, 2016, September 9, 2016 and December 9, 2016 respectively through automatic dividend reinvestment.
- Shares acquired through Exelon's Section 423 tax-qualified Employee Stock Purchas Plan. Balance includes 3, 6, 8 and 10 shares acquired on March 10, 2016, June 10, 2016, September 9, 2016 and December 9, 2016 respectively through automatic dividend reinvestment.
- 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.
- Balance consists of unvested shares remaining from the awards granted in January of the previous three years along with reinvested dividends as follows: 166, 172, 180 and 174 shares acquired on March 10, 2016, June 10, 2016, September 9, 2016 and December 9, 2016 respectively.
- 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.

**Remarks:**

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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