

**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).

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

OMB APPROVAL	
OMB Number:	3235-0287
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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) EVP and CFO as of 3/12/2012
	3. Date of Earliest Transaction (Month/Day/Year) 03/12/2012	
	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	03/12/2012		A		22,770	A	(1)	22,770	D	
Common Stock- 401k Plan Shares	03/12/2012		A		1,459	A	(2)	1,459	I	by 401k Plan
Common Stock	03/12/2012		A		669	A	(1)	669	I	Trust for daughter
Common Stock	03/12/2012		A		669	A	(1)	669	I	Trust for son

**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				
NQ Stock Options 01/02/2003	\$30.26	03/12/2012		A		13,020		(3)	(3)	Common stock	13,020	(3)	13,020	D	
NQ Stock Options 05/02/2003	\$30.98	03/12/2012		A		5,542		(3)	(3)	Common stock	5,542	(3)	5,542	D	
NQ Stock Options 02/26/2004	\$42.62	03/12/2012		A		5,319		(3)	(3)	Common Stock	5,319	(3)	5,319	D	
NQ Stock Options 02/24/2005	\$54.8	03/12/2012		A		5,487		(3)	(3)	Common stock	5,487	(3)	5,487	D	
NQ Stock Options 02/22/2007	\$81.56	03/12/2012		A		8,342		(3)	(3)	Common stock	8,342	(3)	8,342	D	
NQ Stock Options 02/21/2008	\$101.05	03/12/2012		A		8,676		(3)	(3)	Common stock	8,676	(3)	8,676	D	
NQ Stock Options 02/27/2009	\$21.25	03/12/2012		A		167,669		(3)	(3)	Common Stock	167,669	(3)	167,669	D	
NQ Stock Options 02/26/2010	\$37.71	03/12/2012		A		67,304		(3)	(3)	Common stock	67,304	(3)	67,304	D	
NQ Stock Options 02/25/2011	\$32.46	03/12/2012		A		125,429		(3)	(3)	Common stock	125,429	(3)	125,429	D	
NQ Stock Options 02/24/2012	\$39.24	03/12/2012		A		175,946		(4)	(4)	Common stock	175,946	(4)	175,946	D	

**Explanation of Responses:**

1. Common stock acquired pursuant to the Agreement and Plan of Merger (the "Merger") between Exelon Corporation ("Exelon"), Bolt Acquisition Corporation and Constellation Energy Group, Inc. ("Constellation"), whereby each share of Constellation common stock was converted to 0.93 share of Exelon common stock and a cash payment being made for any fractional shares.

2. Common stock held in a multi-fund 401(k) plan, acquired pursuant to the Merger, whereby each share of Constellation common stock was converted to 0.93 share of Exelon common stock and a cash payment being made for any fractional shares.

3. Non qualified employee stock options originally granted by Constellation that vested and were converted pursuant to the Merger. 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.

4. Non qualified employee stock options originally granted by Constellation that were converted pursuant to the Merger. 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. These stock options were granted on 2/24/12 and 1/3 will vest on each of 2/24/13, 2/24/14, and 2/24/15.

**Remarks:**

[Scott N. Peters, Attorney in  
Fact for Jonathan W. Thayer](#)

[03/14/2012](#)

\*\* 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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