

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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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>Pramaggiore Anne R</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) President & CEO of ComEd
	3. Date of Earliest Transaction (Month/Day/Year) 01/26/2015	
	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	01/26/2015		M		21,300	A	\$37.34	45,875 <sup>(1)</sup>	D	
Common Stock	01/26/2015		F		6,739 <sup>(2)</sup>	D	\$37.34	39,137	D	
Common Stock	01/26/2015		D		4,942 <sup>(3)</sup>	D	\$37.34	34,195	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					
Restricted Stock Unit Award 01/26/2015	\$0	01/26/2015		A		8,601		(4)	(4)	Common stock	(4)	8,601	D	
Restricted Stock Unit Award 01/27/2014	\$0	01/26/2015		M		3,595		(4)	(4)	Common stock	\$37.34	7,192 <sup>(5)</sup>	D	
Restricted Stock Unit Award 01/28/2013	\$0	01/26/2015		M		3,227		(4)	(4)	Common stock	\$37.34	3,233 <sup>(6)</sup>	D	
Performance Shares-Stock Units	\$0	01/26/2015		A		8,645		(7)	(7)	Common stock	(7)	14,478 <sup>(7)(8)</sup>	D	
Performance Shares-Stock Units	\$0	01/26/2015		M		14,478		(8)	(8)	Common stock	\$37.34	0	D	
Restricted Stock Unit Award 03/13/2012	(9)							(9)	(9)	Common stock		5,000	D	
Restricted Stock Unit Award 01/28/2013	(10)							(10)	(10)	Common stock		5,000	D	

**Explanation of Responses:**

- Balance includes 246 shares acquired on March 10, 2014; 195 shares acquired on June 10, 2014; 222 shares acquired on September 10, 2014; and 206 shares acquired on December 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 108 shares acquired on March 10, 2014; 88 shares acquired on June 10, 2014; 99 shares acquired on September 10, 2014; and 92 shares acquired on December 10, 2014 through automatic dividend reinvestment.
- Balance includes 65 shares acquired on March 10, 2014; 52 shares acquired on June 10, 2014; 60 shares acquired on September 10, 2014; and 55 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.
- 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 March 13, 2016.

10. Restricted stock unit award made pursuant to the Exelon Long Term Incentive Plan. 100% of the shares vest on January 28, 2016.

**Remarks:**

Lawrence C. Bachman, attorney  
in fact for Anne R. Pramaggiore 01/28/2015

\*\* 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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