

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

|   |  |  |
|---|--|--|
| <b>1. Name and Address of Reporting Person*</b><br><u>ROWE JOHN W</u><br><hr/> (Last) (First) (Middle)<br><u>10 SOUTH DEARBORN STREET</u><br><u>54TH FLOOR</u><br><hr/> (Street)<br><u>CHICAGO IL 60603</u><br><hr/> (City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>EXELON CORP [ EXC ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><p style="text-align: right;"><b>Chairman and CEO</b></p> |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>01/24/2011</u>     |  |
|   | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>                  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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                    | 01/24/2011                           |  | M                              |   | 58,691 <sup>(1)(2)</sup>  | A          | \$43.4 | 353,487   | D  |   |
| Common Stock                    | 01/24/2011                           |  | F                              |   | 22,293 <sup>(3)</sup>   | D          | \$43.4 | 331,194   | D  |   |
| Common Stock                    | 01/24/2011                           |  | D                              |   | 36,397 <sup>(4)</sup>   | D          | \$43.4 | 294,797   | D  |   |
| Common Stock - ESPP             |                                      |  |                                |   |   |            |        | 3,618   | D  |   |
| Common Stock - 401(k) Shares    |                                      |  |                                |   |   |            |        | 6,792 <sup>(5)</sup>  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |        | 3,500   | I  | Held by spouse  |

**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 |
| Performance Shares - Stock Units           | (1)  | 01/24/2011                           |  | M                              |   | 58,691   |     | (1)  | (1)             | Common Stock  | 58,691                                     | \$43.4   | 20,662  | D  |       |
| NQ Stock Options 01/24/2011                | \$43.4   | 01/24/2011                           |  | A                              |   | 265,000  |     | (6)  | (6)             | Common Stock  | 265,000                                    | (6)  | 265,000   | D  |       |

**Explanation of Responses:**

- 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.
- Vested amount includes 1/3 of the current grant, the second 1/3 of the grant made in January 2010 and the third and final 1/3 of the grant made in January 2009.
- Shares withheld by the Issuer for reporting person's tax obligation.
- Shares settled in cash on a 1 for 1 basis.
- Shares held as of 12/31/2010 in a multi-fund 401(k) Plan to be settled in cash upon the reporting person's termination of employment for any reason on a 1:1 basis. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.
- 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:**

Lawrence C. Bachman, Attorney 01/25/2011  
in Fact for John W. Rowe

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.