

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>SHATTUCK MAYO A III</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <p style="text-align: center;">Chairman</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/26/2015</u>	
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 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		5,056	A	\$37.34	415,994 ⁽¹⁾	D	
Common Stock	01/26/2015		F		1,554 ⁽²⁾	D	\$37.34	414,440	D	
Common Stock	01/26/2015		D		3,502 ⁽³⁾	D	\$37.34	410,938	D	
Common Stock								1,901 ⁽⁴⁾	I	By 401(k) plan
Common Stock								78,519 ⁽⁵⁾	I	By Lizzie Mae, LLC
Common Stock - Deferred Stock Units								5,906	I	By Exelon Directors Deferred Stock Unit 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					
Performance Shares- Stock Units	\$0	01/26/2015		A		5,056		(6)	(6)	Common stock	(6)	5,056	D	
Performance Shares- Stock Units	\$0	01/26/2015		M		5,056		(6)	(6)	Common stock	\$37.34	0	D	

Explanation of Responses:

- Balance includes 2,206 shares acquired on March 10, 2014; 1,755 shares acquired on June 10, 2014; 1,990 shares acquired on September 10, 2014; and 1,829 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.
- Shares held as of December 31, 2014 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.
- Lizzie Mae, LLC, is a limited liability company of which the reporting person is the manager and to which the reporting person transferred 78,519 shares of his Exelon common stock. On December 18, 2012, the reporting person transferred 1/3 membership interests in Lizzie Mae, LLC, to each of three trusts, each one for the benefit of one of the reporting person's three minor children. The reporting person's wife is a trustee of each of the trusts. The reporting person disclaims beneficial ownership of the Exelon Corporation common stock held by Lizzie Mae LLC except to the extent of his pecuniary interest therein.
- 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.

Remarks:

Lawrence C. Bachman,

01/28/2015

[Attorney in Fact for Mayo A. Shattuck](#)

** 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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