

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	
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1. Name and Address of Reporting Person* <u>Thayer Jonathan W</u>			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		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/28/2013</u>					
<u>10 SOUTH DEARBORN STREET</u> <u>54TH FLOOR</u>			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		
(Street) <u>CHICAGO IL 60603</u>								
(City) (State) (Zip)								

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	01/28/2013		M		15,000	A	\$31.18	19,085 ⁽¹⁾	D	
Common Stock	01/28/2013		F		4,853 ⁽²⁾	D	\$31.18	14,232	D	
Common Stock	01/28/2013		D		5,075 ⁽³⁾	D	\$31.18	9,157	D	
Common Stock (Restricted Stock Shares)								18,637 ⁽⁴⁾	D	
Common Stock- 401k Plan Shares								1,533 ⁽⁵⁾	I	by 401k 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						Title
Performance Shares- Stock Units	(6)	01/28/2013		A		45,000		(6)	(6)	Common stock	45,000	\$31.18	45,000	D	
Performance Shares- Stock Units	(6)	01/28/2013		M		15,000		(6)	(6)	Common stock	15,000	\$31.18	30,000	D	
Restricted Stock Unit Award 01/28/2013	(7)	01/28/2013		A		23,000		(7)	(7)	Common stock	23,000	\$31.18	23,000	D	
Restricted Stock Units 01/28/2013	(8)	01/28/2013		A		30,000		(8)	(8)	Common stock	30,000	\$31.18	30,000	D	

Explanation of Responses:

- Balance includes 39 shares on 6/8/2012; 59 shares on 9/10/2012; and 70 shares on 12/10/2012 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 Shares vest in 1/3 increments on February 24, 2013, February 24, 2014 and February 24, 2015. Balance includes 181 shares on 6/8/2012; 265 shares on 9/10/2012; and 323 shares on 12/10/2012 through automatic dividend reinvestment.
- Shares held as of 12/31/2012 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.
- 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.
- 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.
- Restricted stock units awarded pursuant to the Exelon Long Term Incentive Plan. 100% of the units will vest on the 5th anniversary date of the award referenced in Column 1.

Remarks:

Scott N. Peters, Attorney in Fact for Jonathan W. Thayer

01/29/2013

** 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.