

Crane Christopher M.
Form 5
January 19, 2018

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
Crane Christopher M.

2. Issuer Name and Ticker or Trading Symbol
EXELON CORP [EXC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

10 SOUTH DEARBORN STREET, 54TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60603

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	^	^	^	^	^	^	256,701	D	^
Common Stock	^	^	^	^	^	^	28,500	I	Held by Trust for Benefit of daughter
Common Stock	^	^	^	^	^	^	28,500	I	Held by Trust for Benefit of

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270
(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Unit Awards	\$ 0	Â	Â	Â	Â	Â	Â (1)	Â (1)	Common Stock	218,639
Deferred Compensation Equivalent Shares	\$ 0	Â	Â	Â	Â	Â	Â (3)	Â (3)	Common Stock	6,397
NQ Stock Option 04/02/2012	\$ 39.21	Â	Â	Â	Â	Â	Â (5)	Â (5)	Common Stock	285,000
NQ Stock Option 01/24/2011	\$ 43.4	Â	Â	Â	Â	Â	Â (5)	Â (5)	Common Stock	94,000
NQ Stock Option 01/25/2010	\$ 46.09	Â	Â	Â	Â	Â	Â (5)	Â (5)	Common Stock	53,000
NQ Stock Option 01/26/2009	\$ 56.51	Â	Â	Â	Â	Â	Â (5)	Â (5)	Common Stock	49,000
NQ Stock Option 01/28/2008	\$ 73.29	Â	Â	Â	Â	Â	Â (5)	Â (5)	Common Stock	28,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crane Christopher M. 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603	X	A	A President and CEO	A

Signatures

Scott N. Peters, Esq. Attorney in Fact for Christopher M. Crane

01/19/2018

Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Restricted stock unit awards made pursuant to the Exelon Long Term Incentive Plan. Share awards are made annually in January at the Compensation and Leadership Development committee's meeting and vest in 1/3 increments on the date of the committee's January meeting in the first, second and third years after the award was made.
- (2) Balance consists of unvested shares remaining from the awards granted in January of the previous three years along with shares acquired through automatic dividend reinvestment as follows: 1,923, 1,906, 1,845 and 1,731 shares acquired on March 10, 2017, June 9, 2017, September 8, 2017 and December 9, 2017 respectively.
- (3) Phantom share equivalents representing units held in the Exelon stock fund in a multi-fund, non-qualified deferred compensation plan. The Exelon stock fund is a unitized fund that consists of Exelon common stock and short term investments. Units of the fund will be settled upon the reporting person's separation from the board for any reason. Units will be settled in cash. Units are acquired through regular periodic contributions, company matching contributions and the reinvestment of dividend equivalents. The balance of phantom share equivalents may fluctuate from time to time due to fluctuations in the fund composition.
- (4) Balance includes 57, 61, 54 and 48 share equivalents accrued on February 13, 2017, May 11, 2017, August 11, 2017 and November 14, 2017 respectively through automatic dividend reinvestment.
- (5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.