

SNODGRASS S GARY

Form 4

January 25, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SNODGRASS S GARY

(Last) (First) (Middle)

10 SOUTH DEARBORN
STREET, 37TH FLOOR

(Street)

CHICAGO, IL 60603

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	01/23/2006		M	(A) or (D) Amount (1) (2) 16,814 A	\$ 58.55 46,335 (3)	D	
Common Stock	01/23/2006		F	(4) 5,018 D	\$ 58.55 41,317	D	
Common Stock	01/23/2006		D	11,797 D	\$ 58.55 29,521	D	
Common Stock (Deferred Shares)					16,698 (5)	I	By Stock Deferral Plan

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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 1474
(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title or Number of Shares
Performance Shares - Stock Units	(1)	01/23/2006		A	14,700	(1) (1)	Common Stock 14,700
Performance Shares - Stock Units	(1)	01/23/2006		M	16,814 (2)	(1) (1)	Common Stock 16,814
NQ Stock Options 01-23-2006	\$ 58.55	01/23/2006		A	24,000	(7) (7)	Common Stock 24,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SNODGRASS S GARY 10 SOUTH DEARBORN STREET 37TH FLOOR CHICAGO, IL 60603	Executive Vice President

Signatures

Scott N. Peters, Attorney in Fact for S. Gary Snodgrass
Date 01/25/2006

**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) 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 second and third anniversaries of the award date. Under certain circumstances

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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.

- (2) Vested amount includes the first 1/3 of the current grant, the second 1/3 of the grant made in January 2005 and the third and final 1/3 of the grant made in January 2004.
- (3) Balance includes 216 shares acquired on 12-10-05 through the automatic dividend reinvestment feature of Exelon plans.
- (4) Shares withheld by the Issuer for reporting person's tax obligation.
- (5) Balance includes 122 shares acquired on 12-10-05 through the automatic dividend reinvestment feature of Exelon plans.
- (6) Balance includes 159 shares acquired on 03-10-2005, 151 shares acquired on 06-10-2005, 133 shares acquired on 09-10-2005, and 139 shares acquired on 12-10-05 through the automatic dividend reinvestment feature of Exelon plans.
- (7) 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 is insufficient, *see* Instruction 6 for procedure.

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