EXELON CORP

Form 4 February 01, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * BUTLER CALVIN JR	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. Date of Earliest Transaction	(Chook an applicable)		
	(Month/Day/Year)	Director 10% Owner		
10 SOUTH DEARBORN	01/30/2017	_X_ Officer (give title Other (specify		
STREET, 54TH FLOOR		below) below) CEO, BGE		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CHICAGO, IL 60603	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

			i cisuii						
(City)	(State)	(State) 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. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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	01/30/2017		M	32,400	A	\$ 35.04	50,509	D	
Common Stock	01/30/2017		F	9,542 (1)	D	\$ 35.04	40,967	D	
Common stock	01/30/2017		D	7,978 (2)	D	\$ 35.04	32,989	D	
Common Stock (401k shares)							1,044 (3)	I	By 401k 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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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. Transactic Code (Instr. 8)	5. Number of or 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 Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor or Numb of Sh
Restricted Stock Unit Awards	\$ 0	01/30/2017		A	7,776		<u>(4)</u>	<u>(4)</u>	Common stock	7,7
Restricted Stock Unit Awards	\$ 0	01/30/2017		M		9,661	<u>(4)</u>	<u>(4)</u>	Common stock	9,6
Performance Shares- Stock Units	\$ 0	01/30/2017		A	22,739		<u>(5)</u>	<u>(5)</u>	Common stock	22,7
Performance Shares- Stock Units	\$ 0	01/30/2017		M		22,739	<u>(5)</u>	(5)	Common stock	22,7

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address		* *** ** ** ***						
• 0	Director	10% Owner	Officer	Other				
BUTLER CALVIN JR 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603			CEO, BGE					
Signatures								
Scott N. Peters, Attorney in Fact for	Calvin							
Butler Jr.			01/31/2017					

Reporting Owners 2

Date

Relationships

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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) Shares withheld by the Issuer for reporting person's tax obligation.
- (2) Shares settled in cash on a 1 for 1 basis.
- Shares held as of December 31, 2016 in a multi-fund 401(k) Plan to be settled in cash upon the reporting person's termination of
- (3) 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.
- 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 yest in 1/3 increments on the date of the committee's January
- (4) 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.
- Performance share stock units award made pursuant to the Exelon Long Term Incentive Plan for the three-year performance period from
- (5) January 1, 2014 to December 31, 2016. Shares vest immediately upon award. The vested shares were settled half in cash and half in stock on a 1 for 1 basis based on the cash value of the underlying stock on the date of vesting.

Note: File three copies of this Form, one of which must be manually signed. If space 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.