Pardee Charles G Form 3 March 14, 2012

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement EXELON CORP [EXC] A Pardee Charles G (Month/Day/Year) 03/12/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 10 SOUTH DEARBORN (Check all applicable) STREET, 54TH FLOOR (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Senior Vice President Person CHICAGO, ILÂ 60603 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common stock D 24,091 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

required to respond unless the form displays a

currently valid OMB control number.

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 6. Nature of Indirect (Instr. 4) **Expiration Date** Securities Underlying Conversion Ownership Beneficial Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5) (Instr. 4) Price of Derivative Derivative Security: Title Direct (D) Security

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted stock units- 08/01/2008	(1)	(1)	Common stock	10,000	\$ <u>(1)</u>	D	Â
Restricted stock units- 06/01/2010	(2)	(2)	Common stock	8,000	\$ (2)	D	Â
Performance Shares - Stock Units	(3)	(3)	Common Stock	15,854	\$ (3)	D	Â
Deferred Comp. Phantom Shares	(4)	(4)	Common Stock	2,176	\$ (4)	D	Â
NQ Stock Options - 01/26/2004	(5)	(5)	Common Stock	10,000	\$ 32.54	D	Â
NQ Stock Options - 01/24/2005	(5)	(5)	Common Stock	14,500	\$ 42.85	D	Â
NQ Stock Options - 01/23/2006	(5)	(5)	Common Stock	12,750	\$ 58.55	D	Â
NQ Stock Options - 01/22/2007	(5)	(5)	Common Stock	19,000	\$ 59.96	D	Â
NQ Stock Options - 01/28/2008	(5)	(5)	Common Stock	19,000	\$ 73.29	D	Â
NQ Stock Options - 01/26/2009	(5)	(5)	Common Stock	25,200	\$ 56.51	D	Â
NQ Stock Options - 01/25/2010	(5)	(5)	Common Stock	22,400	\$ 46.09	D	Â
NQ Stock Options - 01/24/2011	(5)	(5)	Common Stock	44,000	\$ 43.4	D	Â

Reporting Owners

Reporting Owner Name / Address			•	
	Director	10% Owner	Officer	Othe
Pardee Charles G 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603	Â	Â	Senior Vice President	Â

Signatures

Lawrence C. Bachman, attorney in fact for Charles G. Pardee 03/13/2012

**Signature of Reporting Person Date

Reporting Owners 2

Relationships

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 units granted under the Issuer's Long Term Incentive Plan. Restricted stock units may be settled on a 1 for 1 basis in shares of Exelon common stock. 100% of the shares will vest on 08/01/2013.
- (2) Restricted stock units granted under the Issuer's Long Term Incentive Plan. Restricted stock units may be settled on a 1 for 1 basis in shares of Exelon common stock. 100% of the shares will vest on 06/01/2013.
- Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vested 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.
- Phantom shares held in a multi-fund deferred compensation plan to be settled for cash upon the reporting person's termination of (4) 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.
- 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. 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.