**EXELON CORP** 

Form 4

# December 18, 2012 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Symbol

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

SHATTUCK MAYO A III

			EXELON CORP [EXC]					(Check all applicable)				
(Last) (First) (Middle)  10 SOUTH DEARBORN STREET, 54TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 12/18/2012						_X_ Director _X_ Officer (givel) below)	_ Director 10% Owner Officer (give title Other (specify		
(Street) CHICAGO, IL 60603			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								lly Owned				
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any		3.	actio		ies Ac sposec	equired I of	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	
Stock - Stock Units									215,661 (1)	D		
Common Stock									286,057	D		
Common Stock									1,726	I	By 401(k) plan	
Common Stock	12/18/2012			G	V	78,519 (2)	D	\$0	78,519 <u>(2)</u>	I	By Lizzie Mae, LLC	
	12/18/2012			G	V		A	\$0	78,519 <u>(2)</u>	I		

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Common 78,519 By Lizzie Stock  $\frac{(2)}{(2)}$  Mae, LLC  $\frac{(2)}{(2)}$ 

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

# 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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
. 0	Director	10% Owner	Officer	Other				

SHATTUCK MAYO A III 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603

X

**Executive Chairman** 

## **Signatures**

Scott N. Peters, Attorney in Fact for Mayo A. Shattuck

12/18/2012

\*\*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) Balance includes 2,096 shares acquired on 6/8/2012 and 3,071 shares acquired on 9/10/2012 and 3,742 shares acquired on 12/10/2012 through automatic dividend reinvestment.

**(2)** 

Reporting Owners 2

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Lizzie Mae, LLC, is a limited liability company of which the reporting person is the manager and to which the reporting person transferred 78,519 shares of his Exelon common stock. On December 18, 2012, the reporting person transferred 1/3 membership interests in Lizzie Mae, LLC, to each of three trusts, each one for the benefit of one of the reporting person's three minor children. The reporting person's wife is a trustee of each of the trusts. The reporting person disclaims beneficial ownership of the Exelon Corporation common stock held by Lizzie Mae LLC except to the extent of his pecuniary interest therein.

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.