

Innocenzo Michael
 Form 5
 January 29, 2019

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 *
Innocenzo Michael
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President & CEO of PECO

10 S. DEARBORN STREET, 54TH FLOOR
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2018

CHICAGO, IL 60603
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | ^ | ^ | ^ | ^ ^ ^ ^ | 29,092 | D | ^ |
| Common Stock (ESPP Shares) | ^ | ^ | ^ | ^ ^ ^ ^ | 1,662 ⁽¹⁾ | D | ^ |

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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Unit Awards 2016 | \$ 0 | Â | Â | Â | Â Â | Â (2) Â (2) | Common Stock 1,675 |
| Restricted Stock Unit Awards 2017 | \$ 0 | Â | Â | Â | Â Â | Â (2) Â (2) | Common Stock 2,499 |
| Restricted Stock Unit Awards 2018 | \$ 0 | Â | Â | Â | Â Â | Â (2) Â (2) | Common Stock 7,022 |
| Deferred Compensation Equivalent Shares | \$ 0 | Â | Â | Â | Â Â | Â (6) Â (6) | Common Stock 1,819 |
| NQ Stock Option (right to buy) 03/12/2012 | \$ 39.81 | Â | Â | Â | Â Â | Â (8) Â (8) | Common Stock 16,000 |
| NQ Stock Option (right to buy) 01/25/2010 | \$ 46.09 | Â | Â | Â | Â Â | Â (8) Â (8) | Common Stock 4,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Innocenzo Michael 10 S. DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603 | Â | Â | Â President & CEO of PECO | Â |

Signatures

Katherine A. Smith, Attorney-in-Fact for Michael
Innocenzo

01/29/2019

__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) Shares acquired through Exelon's Section 423 tax-qualified Employee Stock Purchase Plan.

Previously awarded restricted stock units (RSUs) granted pursuant to the Exelon Long Term Incentive Plan. RSUs are granted annually at the Compensation and Leadership Development committee's first meeting in January or February and vest in 1/3 increments on the date of the committee's first annual meeting in the first, second and third years after the award was granted. Award balances accrue additional RSUs through quarterly dividend reinvestment that vest on the same schedule as the underlying award.

(2) Balance includes 39 shares acquired through quarterly dividend reinvestment during 2018.

(3) Balance includes 58 shares acquired through quarterly dividend reinvestment during 2018.

(4) Balance includes 164 shares acquired through quarterly dividend reinvestment during 2018.

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 company 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 due to periodic changes in the fund composition.

(5) Balance includes 43 share equivalents accrued through quarterly dividend reinvestment during 2018.

(6) Non qualified employee stock options, awarded pursuant to the Exelon Long Term Incentive Plan. Options are fully vested and expire on the tenth anniversary of the grant date referenced in Column 1.

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.