

Pramaggiore Anne R
Form 5
January 29, 2019

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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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 *
Pramaggiore Anne R

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CEO of ComEd

10 SOUTH DEARBORN STREET, 54TH FLOOR

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60603

(City) (State) (Zip)

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 | | | | (A) Amount (D) Price | 77,398 ⁽¹⁾ | D | |

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

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SEC 2270 (9-02)

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

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| 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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|--------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Unit Awards 2016 | \$ 0 | Â | Â | Â | Â Â | Â (2) | Â (2) | Common Stock | 4,378 |
| Restricted Stock Unit Awards 2017 | \$ 0 | Â | Â | Â | Â Â | Â (2) | Â (2) | Common Stock | 6,540 |
| Restricted Stock Unit Awards 2018 | \$ 0 | Â | Â | Â | Â Â | Â (2) | Â (2) | Common Stock | 20,227 |
| Restricted Stock Unit Award (04/25/2016) | \$ 0 | Â | Â | Â | Â Â | Â (6) | Â (6) | Common Stock | 10,000 |
| NQ Stock Option (right to buy) 03/12/2012 | \$ 39.81 | Â | Â | Â | Â Â | Â (7) | Â (7) | Common Stock | 37,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pramaggiore Anne R 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603 | Â | Â | Â President & CEO of ComEd | Â |

Signatures

Katherine A. Smith, Attorney-in-Fact for Anne R. Pramaggiore 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) Balance includes 2,510 shares acquired through quarterly dividend reinvestment during 2018.

(2) 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.

(3) Balance includes 141 shares acquired through quarterly dividend reinvestment during 2018.

(4) Balance includes 211 shares acquired through quarterly dividend reinvestment during 2018.

(5) Balance includes 451 shares acquired through quarterly dividend reinvestment during 2018.

(6) Restricted stock unit award granted pursuant to the Exelon Long Term Incentive Plan. 100% of the shares will vest on April 25, 2020.

(7) 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.