

Innocenzo Michael
Form 4
February 06, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Innocenzo Michael

(Last) (First) (Middle)

10 S. DEARBORN STREET, 54TH
FLOOR

(Street)

CHICAGO, IL 60603

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

President & CEO of PECO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership Indirect Beneficial (Instr. 4)
Common Stock	02/04/2019		M	30,255 A	59,347	D	
Common Stock	02/04/2019		F	13,900 D	\$ 47.34 45,447	D	
Common Stock	02/04/2019		D	13,058 D	\$ 47.34 32,389	D	
Common Stock (ESPP Shares)					1,662	D	

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

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SEC 1474
(9-02)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units 2016	\$ 0	02/04/2019		M	1,675	(2) (2)	Common Stock 1,675
Restricted Stock Units 2017	\$ 0	02/04/2019		M	1,249	(2) (2)	Common Stock 1,249
Restricted Stock Units 2018	\$ 0	02/04/2019		M	2,339	(2) (2)	Common Stock 2,339
Restricted Stock Units 2019	\$ 0	02/04/2019		A	5,756	(2) (2)	Common Stock 5,756
Performance Shares 2016-2018 (stock units)	\$ 0	02/04/2019		A	24,992	(3) (3)	Common Stock 24,992
Performance Shares 2016-2018 (stock units)	\$ 0	02/04/2019		M	24,992	(3) (3)	Common Stock 24,992

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Innocenzo Michael 10 S. DEARBORN STREET 54TH FLOOR	President & CEO of PECO

CHICAGO, IL 60603

Signatures

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

02/06/2019

__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) Common shares acquired through conversion of previously awarded and vested restricted stock units (RSUs) and performance share (stock units) under the Exelon Long Term Incentive Plan.

Restricted stock unit (RSUs) award 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 dates of
- (2) the Committee's January or February meetings held in the first, second, and third years after the grant date. Each RSU represents the right to receive one share of Exelon common stock. Awards accrue additional RSUs acquired through quarterly dividend reinvestment that vest on the same schedule as the underlying award.
- (3) Performance share (stock unit) award granted pursuant to the Exelon Long Term Incentive Plan for the three-year performance period of January 1, 2016 to December 31, 2018, based on the Compensation and Leadership Development Committee's determination of performance achieved for the period. Each performance share (stock unit) represents the right to receive one share or the economic equivalent value of one share of Exelon common stock. Performance share (stock units) awards vest immediately upon 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.