

O'Brien Denis P.
Form 5
February 13, 2009

FORM 5

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).
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

OMB APPROVAL

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1. Name and Address of Reporting Person *
O'Brien Denis P.

(Last) (First) (Middle)

10 SOUTH DEARBORN
STREET, 54TH FLOOR

(Street)

CHICAGO, IL 60603

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2008

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 below) ____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Reporting

(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 (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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â Â	24,151 ⁽¹⁾	D	Â
Common Stock - Deferred Shares	Â	Â	Â	Â Â Â Â	6,284 ⁽²⁾	I	By Stock Deferral Plan

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

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contained in this form are not required to respond unless
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SEC 2270
(9-02)

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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)	8. D S (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Shares - Stock Units	Â	Â	Â	Â	Â Â	Â (3)	Â (3)	Common Stock	17,272	
Restricted Stock Units 02/01/2006	Â	Â	Â	Â	Â Â	Â (5)	Â (5)	Common Stock	5,000	
Deferred Comp. Phantom Shares	Â	Â	Â	Â	Â Â	Â (6)	Â (6)	Common Stock	2,498	
NQ Stock Options 02/29/2000	\$ 18.66	Â	Â	Â	Â Â	Â (7)	Â (7)	Common Stock	8,000	
NQ Stock Options 08/01/2000	\$ 21.91	Â	Â	Â	Â Â	Â (7)	Â (7)	Common Stock	9,000	
NQ Stock Options 01/27/2003	\$ 24.805	Â	Â	Â	Â Â	Â (8)	Â (8)	Common Stock	30,000	
NQ Stock Options 01/26/2004	\$ 32.54	Â	Â	Â	Â Â	Â (8)	Â (8)	Common Stock	30,000	
NQ Stock Options 01/24/2005	\$ 42.85	Â	Â	Â	Â Â	Â (8)	Â (8)	Common Stock	29,000	
NQ Stock Options 01/23/2006	\$ 58.55	Â	Â	Â	Â Â	Â (8)	Â (8)	Common Stock	20,000	
NQ Stock Options	\$ 59.96	Â	Â	Â	Â Â	Â (8)	Â (8)	Common Stock	19,000	

