

MCLEAN IAN 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

OMB
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2005
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1. Name and Address of Reporting Person *
MCLEAN IAN 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 ____ Other (specify
below) 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)	(A) or (D)	Price	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	45,697	D	Â
Common Stock - Deferred Shares	Â	Â	Â	Â	Â	Â	4,101 ⁽¹⁾	I	By Stock Deferral Plan
Common Stock - 401k	Â	Â	Â	Â	Â	Â	910 ⁽²⁾	D	Â

Shares

Common
Stock

^

^

^

^

^

^

1,275

I

Held by
children

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)

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.
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Performance Shares - Stock Units	^	^	^	^	^ ^	^ (3) ^ (3)	Common Stock	30,396
Restricted Stock Units 08/01/2008	^	^	^	^	^ ^	^ (5) ^ (5)	Common Stock	10,000
Deferred Comp. Phantom Shares	^	^	^	^	^ ^	^ (6) ^ (6)	Common Stock	1,614
NQ Stock Options 10/20/2000	\$ 29.75	^	^	^	^ ^	^ (7) ^ (7)	Common Stock	56,000
NQ Stock Options 01/28/2002	\$ 23.46	^	^	^	^ ^	^ (7) ^ (7)	Common Stock	90,000
NQ Stock Options 02/25/2002	\$ 24.84	^	^	^	^ ^	^ (7) ^ (7)	Common Stock	9,288
NQ Stock Options 01/27/2003	\$ 24.805	^	^	^	^ ^	^ (8) ^ (8)	Common Stock	72,000
	\$ 32.54	^	^	^	^ ^	^ (8) ^ (8)		80,000

NQ Stock Options 01/26/2004										Common Stock	
NQ Stock Options 01/24/2005	\$ 42.85	Â	Â	Â	Â	Â	Â	Â (8)	Â (8)	Common Stock	56,000
NQ Stock Options 01/23/2006	\$ 58.55	Â	Â	Â	Â	Â	Â	Â (8)	Â (8)	Common Stock	35,000
NQ Stock Options 01/22/2007	\$ 59.96	Â	Â	Â	Â	Â	Â	Â (8)	Â (8)	Common Stock	35,000
NQ Stock Options 01/28/2008	\$ 73.29	Â	Â	Â	Â	Â	Â	Â (8)	Â (8)	Common Stock	28,000

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
MCLEAN IAN P 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603	Â	Â	Â Executive Vice President	Â	

Signatures

Lawrence C. Bachman Attorney in Fact for Ian P.
McLean

02/13/2009

__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 the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 26 shares on 3/10/2008; 23 shares on 6/10/2008; 31 shares on 9/10/2008; and 38 shares on 12/10/2008.

(2) Shares held as of 12/31/2008 in a multi-fund 401(k) Plan to be settled in cash upon the reporting person's termination of employment for any reason on a 1:1 basis. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.

(3) Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vested immediately upon receipt. The remaining shares vest in 1/3 increments on each of the first and second anniversaries of the award date. Under certain circumstances some or all of the vested shares may be settled in cash on a 1 for 1 basis based on the cash value of the underlying stock on the date of vesting.

(4) Balance includes the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 191 shares on 3/10/2008; 168 shares on 6/10/2008; 231 shares on 9/10/2008; and 284 shares on 12/10/2008.

(5) Restricted stock units granted under the Issuer's Long Term Incentive Plan. Restricted stock units may be settled on a 1 for 1 basis in shares of Exelon common stock. 50% of the shares will vest on 08/01/2011 and the remaining 50% will vest on 08/01/2013.

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- Phantom shares held in a multi-fund deferred compensation plan to be settled for cash upon the reporting person's termination of
- (6) employment for any reason on a 1:1 basis. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.
 - (7) Non qualified employee stock options, awarded pursuant to the Exelon Long Term Incentive Plan. Options vest in 1/3 increments on each of the first three anniversaries of the grant date, referenced in column one, and expire on the tenth anniversary of the grant date.
 - (8) Non qualified employee stock options, awarded pursuant to the Exelon Long Term Incentive Plan. Options vest in 1/4 increments on each of the first four anniversaries of the grant date, referenced in column one, and expire on the tenth anniversary of the grant date.

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.