

O'Brien Denis P.
Form 5
February 12, 2010

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 *
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)
12/31/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

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)	(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 Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	25,639	D	Â
Common Stock - ESPP Shares	Â	Â	Â	Â	Â	Â	1,405	D	Â
Common Stock - Deferred	Â	Â	Â	Â	Â	Â	6,559 ⁽¹⁾	I	By Stock Deferral Plan

Shares

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)	8. Amount or Number of Shares	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares - Stock Units	Â	Â	Â	Â	Â	Â	Â (2)	Â (2)	Common Stock	20,436
Deferred Comp. Phantom Shares	Â	Â	Â	Â	Â	Â	Â (4)	Â (4)	Common Stock	2,902
NQ Stock Options 02/29/2000	\$ 18.66	Â	Â	Â	Â	Â	Â (5)	Â (5)	Common Stock	8,000
NQ Stock Options 08/01/2000	\$ 21.91	Â	Â	Â	Â	Â	Â (5)	Â (5)	Common Stock	9,000
NQ Stock Options 01/27/2003	\$ 24.805	Â	Â	Â	Â	Â	Â (6)	Â (6)	Common Stock	30,000
NQ Stock Options 01/26/2004	\$ 32.54	Â	Â	Â	Â	Â	Â (6)	Â (6)	Common Stock	30,000
NQ Stock Options 01/24/2005	\$ 42.85	Â	Â	Â	Â	Â	Â (6)	Â (6)	Common Stock	29,000
NQ Stock Options 01/23/2006	\$ 58.55	Â	Â	Â	Â	Â	Â (6)	Â (6)	Common Stock	20,000

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Table with 3 rows showing NQ Stock Options for dates 01/22/2007, 01/28/2008, and 01/26/2009. Columns include price per share, and counts for various categories like Common Stock, ending with 19,000, 22,000, and 30,700 shares.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row for O'Brien Denis P., 10 SOUTH DEARBORN STREET, CHICAGO, IL 60603, Executive Vice President.

Signatures

Scott N. Peters, Attorney in Fact for Denis P. O'Brien, 02/12/2010. Includes signature line and 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.
(1) Balance includes the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 72 shares on 3/10/2009; 67 shares on 6/10/2009; 69 shares on 9/10/2009; and 67 shares on 12/10/2009.
(2) Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vested immediately upon receipt.
(3) Balance includes the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 226 shares on 3/10/2009; 209 shares on 6/10/2009; 216 shares on 9/10/2009; and 208 shares on 12/10/2009.
(4) Phantom shares held in a multi-fund deferred compensation plan to be settled for cash upon the reporting person's termination of employment for any reason on a 1:1 basis.
(5) 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.
(6) 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.