

CLARK FRANK M
Form 4
August 04, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARK FRANK M

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)
10 SOUTH DEARBORN STREET, 54TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2009

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

CHICAGO, IL 60603

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 08/01/2009 | | M | 10,000 A \$ 50.86 | 37,038 ⁽¹⁾ | D | |
| Common Stock | 08/01/2009 | | F | 3,949 ₍₂₎ D \$ 50.86 | 33,089 | D | |
| Common Stock | 08/01/2009 | | D | 6,051 ₍₃₎ D \$ 50.86 | 27,038 | D | |

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

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number.

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 (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. Price or Amount of Derivative Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|
| Restricted Stock Units 07/27/2009 | \$ 0 ⁽⁴⁾ | 08/01/2009 | | M | 5,000 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock 5,000 | \$ |
| Restricted Stock Units 08/01/2004 | \$ 0 ⁽⁵⁾ | 08/01/2009 | | M | 5,000 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock 5,000 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CLARK FRANK M 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603 | | | Chairman and CEO of ComEd | |

Signatures

Scott N. Peters, Attorney in Fact for Frank M. Clark
Date: 08/04/2009

**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 305 shares acquired on 3/10/2009 and 282 shares acquired on 6/10/2009 through the automatic dividend reinvestment feature of Exelon plans.
- (2) Shares withheld to satisfy the reporting person's income tax liability due upon vesting.
- (3) Vested shares settled in cash on a 1 for 1 basis.
- (4) Restricted stock units granted 07/27/2009 under the Exelon Long Term Incentive Plan. Restricted stock units may be settled in cash on a 1 for 1 basis based on the closing price of Exelon common stock on the day of vesting.

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- (5) Restricted stock units granted 08/01/2004 under the Exelon Long Term Incentive Program. Restricted stock units may be settled for cash on a 1 for 1 basis based on the closing price of Exelon common stock on the day of vesting.

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.