

MCLEAN IAN P
Form 4
August 05, 2009

FORM 4

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

OMB APPROVAL

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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 *
MCLEAN IAN P

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)
08/05/2009

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/05/2009 | | M ⁽¹⁾ | V A | 11,200 \$ 29.75 | A | |
| Common Stock | 08/05/2009 | | S ⁽¹⁾ | D | 11,200 \$ 50.88 | D | |
| Common Stock (deferred shares) | | | | | 4,192 ⁽²⁾ | I | By Stock Deferral Plan |
| Common Stock 401(k) | | | | | 1,060 ⁽³⁾ | D | |

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.

SEC 1474
(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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | | Code V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| NQ Stock Options 10/20/2000 | \$ 29.75 | 08/05/2009 | | M ⁽¹⁾ | 11,200 | <u>(4)</u> | <u>(4)</u> | Common Stock | 11,200 |

Reporting Owners

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

Signatures

| | |
|--|------------|
| Lawrence C. Bachman, Attorney in Fact for Ian P. McLean | 08/05/2009 |
| **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) Exercise and sale made pursuant to a rule 10b5-1 trading plan entered into on May 29, 2009.
- (2)

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Balance includes 47 shares acquired on 3/10/2009 and 44 shares acquired on 6/10/2009 through the automatic dividend reinvestment feature of Exelon plans.

- Shares held as of 6/30/2009 in a multi-fund 401(k) Plan to be settled in cash upon the reporting person's termination of employment for
- (3) any reason on a 1:1 basis. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.
 - (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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