

EXELON CORP  
Form 5  
January 23, 2017

**FORM 5**

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

OMB APPROVAL

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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 \*  
Cornew Kenneth W.

(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)  
12/31/2016

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)  
Sr. EVP, Pres & CEO Generation

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)	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				(A) or (D) Price	32,844	D	

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)**

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit Awards	\$ 0	Â	Â	Â	Â	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	67,830
Restricted Stock Unit Grant 01/28/2013	\$ 0	Â	Â	Â	Â	Â	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	30,000
Deferred Compensation Equivalent Shares	\$ 0	Â	Â	Â	Â	Â	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	1,654
NQ Stock Option 03/12/2012	\$ 39.81	Â	Â	Â	Â	Â	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	70,000
NQ Stock Option 01/24/2011	\$ 43.4	Â	Â	Â	Â	Â	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	26,000
NQ Stock Option 01/25/2010	\$ 46.09	Â	Â	Â	Â	Â	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	13,300
NQ Stock Option 01/26/2009	\$ 56.51	Â	Â	Â	Â	Â	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	14,900
NQ Stock Option 01/28/2008	\$ 73.29	Â	Â	Â	Â	Â	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	11,000
NQ Stock Option 01/22/2007	\$ 59.96	Â	Â	Â	Â	Â	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	8,500

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cornew Kenneth W. 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603	Â	Â	Â	Â
			Sr. EVP, Pres & CEO Generation	

# Signatures

Scott N. Peters, Esq. Attorney in Fact for Kenneth W. Cornew	01/20/2017
__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) Restricted stock unit awards made pursuant to the Exelon Long Term Incentive Plan. Share awards are made annually in January at the Compensation and Leadership Development committee's meeting and vest in 1/3 increments on the date of the committee's January meeting in the first, second and third years after the award was made.
  - (2) Restricted stock grant made pursuant to the Exelon Long Term Incentive Plan. 100% of the shares will vest on January 28, 2018. Balance consists of unvested shares remaining from the awards granted in January of the previous three years along with reinvested dividends as follows: 584, 606, 634 and 612 shares acquired on March 10, 2016, June 10, 2016, September 9, 2016 and December 9, 2016 respectively.
  - (3) Phantom share equivalents representing units held in the Exelon stock fund in a multi-fund, non-qualified deferred compensation plan. The Exelon stock fund is a unitized fund that consists of Exelon common stock and short term investments. Units of the fund will be settled upon the reporting person's separation from the board for any reason. Units will be settled in cash. Units are acquired through regular periodic contributions, company matching contributions and the reinvestment of dividend equivalents. The balance of phantom share equivalents may fluctuate from time to time due to fluctuations in the fund composition.
  - (4) Balance includes 17, 14, 14 and 17 share equivalents accrued on February 10, 2016, May 11, 2016, August 13, 2016 and November 9, 2016 through automatic dividend reinvestment.
  - (5) 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.
  - (6)

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