

Innocenzo Michael
 Form 3
 April 03, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Innocenzo Michael | | (Month/Day/Year) | EXELON CORP [EXC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 03/30/2018 | | |
| 10 S. DEARBORN STREET,Â 54TH FLOOR | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| CHICAGO,Â ILÂ 60603 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | President & CEO of PECO | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 29,092 | D | Â |
| Common Stock (ESPP shares) | 1,504 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Restricted Stock Unit Awards | Â (2) | Â (2) | Common Stock | 7,310 (3) | \$ (2) | D | Â |
| Deferred Compensation Equivalent Shares | Â (4) | Â (4) | Common Stock | 1,788 | \$ (4) | D | Â |
| NQ Stock Option (right to buy) 03/12/2012 | Â (5) | Â (5) | Common Stock | 16,000 | \$ 39.81 | D | Â |
| NQ Stock Option (right to buy) 01/24/2010 | Â (5) | Â (5) | Common Stock | 3,800 | \$ 46.09 | D | Â |
| NQ Stock Option (right to buy) 01/26/2009 | Â (5) | Â (5) | Common Stock | 4,300 | \$ 56.51 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Innocenzo Michael 10 S. DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603 | Â | Â | Â President & CEO of PECO | Â |

Signatures

Katherine A. Smith, Attorney-in-fact for Michael Innocenzo 04/02/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares acquired through and held as of March 30, 2018 in Exelon's Section 423 tax-qualified Employee Stock Purchase Plan.

Restricted stock unit awards granted pursuant to the Exelon Long Term Incentive Plan. Share awards are granted annually by the

(2) Compensation and Leadership Development committee at its January 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 granted.

Balance is composed of 1,636 shares which represents the last 1/3 increment of the restricted stock unit award granted in January 2016;

(3) 2,441 shares which represents 2/3 of the restricted stock unit award granted in January 2017; and 3,232 shares which is the entire restricted stock unit award granted in January 2018.

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

(4) settled upon the reporting person's termination of service 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.

(5) Non qualified employee stock option awards granted 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.

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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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