

CLARK FRANK M

Form 4

August 04, 2009

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

Chairman and CEO of ComEd

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

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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 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. F Der Sec (In		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units 07/27/2009	\$ 0 <u>(4)</u>	08/01/2009		M	5,000	<u>(4)</u>	<u>(4)</u>	Common Stock	5,000	\$
Restricted Stock Units 08/01/2004	\$ 0 <u>(5)</u>	08/01/2009		M	5,000	<u>(5)</u>	<u>(5)</u>	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

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.

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