

EXELON CORP  
Form 8-K  
March 05, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**March 5, 2012**

**Date of Report (Date of earliest event reported)**

| <b>Commission File<br/>Number</b> | <b>Exact Name of Registrant as Specified in Its Charter;<br/>State of Incorporation; Address of Principal Executive<br/>Offices; and Telephone Number</b> | <b>IRS Employer<br/>Identification Number</b> |
|-----------------------------------|---|---|
| 1-16169                           | <b>EXELON CORPORATION</b><br><br>(a Pennsylvania corporation)<br><br>10 South Dearborn Street<br><br>P.O. Box 805379                                      | 23-2990190                                    |

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Chicago, Illinois 60680-5379

(312) 394-7398

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 8 Other Events**

**Item 8.01. Other Events.**

Matthew Hilzinger, Senior Vice President, Chief Financial Officer and Treasurer of Exelon Corporation, has established a structured, prearranged stock trading plan to sell shares in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934.

Mr. Hilzinger's trading plan covers the sale of 17,814 shares. The stock trading plan is being established to enable Mr. Hilzinger to diversify a portion of his holdings in excess of his stock ownership requirements.

Exelon's stock ownership guidelines require officers in the position of Senior Vice President to own the lesser of either a fixed number of shares or share equivalents (excluding stock options) or a variable number of shares based on a multiple of two times his base salary, calculated annually. Mr. Hilzinger holds stock and stock equivalents (excluding options) amounting to about 297% of this guideline. Mr. Hilzinger owns 20,912 shares and has 7,207 unvested performance shares. He also owns 5,000 shares of restricted stock and holds options to acquire 104,700 shares of which 74,825 are vested.

Since February 2005 a dozen of Exelon's senior officers have also entered into one or more similar pre-arranged stock trading plans to sell a limited number of shares of Exelon common stock in order to diversify their assets. Under Exelon's stock ownership guidelines the chairman and chief executive officer should own a fixed number of shares of Exelon stock or stock equivalents (excluding stock options) based on a multiple of five times his base salary, executive vice presidents should own a fixed number of shares of Exelon stock or stock options (excluding stock options) based on a multiple of three times their base salary, and senior vice presidents should own a fixed number of shares based on a multiple of two times their base salary. Each of the senior officers who entered into a stock trading plan held stock and stock equivalents (excluding options) exceeding the applicable stock ownership guideline, and each of those officers will continue to meet the applicable stock ownership guideline after the completion of the sales contemplated by the stock trading plans.

\* \* \* \* \*

This Current Report includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties. The factors that could cause actual results to differ materially from these forward-looking statements include those discussed herein as well as those discussed in (1) Exelon's 2011 Annual Report on Form 10-K in (a) ITEM 1A. Risk Factors, (b) ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) ITEM 8. Financial Statements and Supplementary Data: Note 18; and (2) other factors discussed in filings with the Securities and Exchange Commission by the Registrants. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this Current Report. Exelon does not undertake any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this Current Report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EXELON CORPORATION**

/s/ Matthew F. Hilzinger  
Matthew F. Hilzinger

Senior Vice President, Chief Financial Officer and

Treasurer

Exelon Corporation

March 5, 2012