EXELON CORP

Form 5 February 14, 2005

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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Number:

3235-0362

January 31,

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4
30(h) of the Investment Company Act of 1940

Form 4 Transactions Reported

1. Name and Add ROGERS JOH	*	ing Person *	2. Issuer Name and Ticker or Trading Symbol EXELON CORP [EXC]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle) 3. Statement for Issuer's Fiscal Year Ended		3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)			
10 SOUTH DI 37TH FLOOR		STREET,	(Month/Day/Year) 12/31/2004	X Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Reporting			
			Filed(Month/Day/Year)	(check applicable line)			

CHICAGO, ILÂ 60603

_X_Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

(City)	(State) (S	Zip) Table	e I - Non-Deriv	vative Sec	urities	Acqui	red, Disposed o	f, or Beneficial	ly 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. Securi Acquired Disposed (Instr. 3,	l (A) or d of (D) 4 and 3 (A) or)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock (Deferred Shares)	Â	Â	Â	Â	Â	Â	7,658	I	By Exelon Deferred Stock Unit Plan
Common Stock (Deferred Shares)	Â	Â	Â	Â	Â	Â	3,073	I	By Unicom Deferred Stock Unit Plan

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Common Â Â ÂÂ Â 11.374 D Stock

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 required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

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)		4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pric Deriva Securi (Instr.
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Comp Phantom Shares	Â	Â	Â	Â	Â	(1)	(1)	Common Stock	5,276	Â

Reporting Owners

Relationships **Reporting Owner Name / Address** Director 10% Owner Officer Other ROGERS JOHN W JR ÂΧ Â Â Â 10 SOUTH DEARBORN STREET, 37TH FLOOR

CHICAGO, ILÂ 60603

Signatures

Scott N. Peters, Attorney in Fact for John W. 02/14/2005 Rogers, Jr

> **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).
- Shares held as of 12/31/2004 in a multi-fund Deferred Compensation Plan to be settled for cash upon the reporting person's termination of (1) employment for any reason on a 1:1 basis. Shares are acquired through regular periodic contributions and the automatic reinvestment of

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

Reporting Owners 2

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