

CLARK FRANK M  
Form 4  
August 03, 2007

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)  
10 SOUTH DEARBORN STREET, 37TH 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)  
08/01/2007

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)  
Chairman and CEO of ComEd

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 08/01/2007                           |  | M                              |   | 26,391 A \$ 70.15   | 58,771 (1) (2)   | D   |
| Common Stock                    | 08/01/2007                           |  | M                              |   | 12,093 A \$ 70.15   | 70,864   | D   |
| Common Stock                    | 08/01/2007                           |  | F                              |   | 10,029 D \$ 70.15   | 60,835   | D   |
| Common Stock                    | 08/01/2007                           |  | F                              |   | 4,596 D \$ 70.15  | 56,239   | D   |
| Common Stock                    | 08/01/2007                           |  | D                              |   | 16,362 D \$ 70.15   | 39,877   | D   |

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Common Stock      08/01/2007      D      7,497      D      \$ 70.15      32,380      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)

| 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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Deferral Plan - Stock Units          | (4)  | 08/01/2007                           |  | M                              | 26,391  | (4) (4)  | Common Stock  | 26,391 \$ 70.15   |
| Deferred Comp. Phantom Shares              | (3)  | 08/01/2007                           |  | M                              | 12,093  | (3) (3)  | Common Stock  | 12,093 \$ 70.15   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| CLARK FRANK M<br>10 SOUTH DEARBORN STREET<br>37TH FLOOR<br>CHICAGO, IL 60603 |               |           | Chairman and CEO of ComEd |       |

## Signatures

Scott N. Peters, Attorney in Fact for Frank M. Clark      08/02/2007

\_\_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) Includes 10,000 shares of restricted stock.

(2) Balance includes 148 shares acquired on 03/10/2007 and 135 shares acquired on 06/11/2007 through the automatic dividend reinvestment feature of Exelon plans.

(3) Phantom shares held in a multi-fund deferred compensation plan to be settled for cash upon the reporting person's termination of employment for any reason on a 1:1 basis. In December 2006, the plan was amended to allow participants a one-time election to receive a distribution on August 1, 2007. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.

(4) Units in the Exelon Stock Deferral Plan (SDP) were previously reported in Table I because they could only be settled in common stock. In December 2006, the SDP was amended to allow participants a one-time election to receive a distribution on August 1, 2007, and the SDP was subsequently amended to provide that if the participant satisfied certain criteria with respect to the amount of the participant's stock ownership, the participant could elect to receive the distribution from the SDP in cash instead of in common stock.

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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