

EXELON CORP  
Form 4  
May 31, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
STROBEL PAMELA B

(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)  
05/27/2005

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)  
Executive Vice President

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	05/27/2005		M <sup>(1)</sup>	V	34,000	A	\$ 29.75	43,492	D
Common Stock	05/27/2005		S <sup>(1)</sup>		5,500	D	\$ 46.73	37,992	D
Common Stock	05/27/2005		S <sup>(1)</sup>		1,900	D	\$ 46.74	36,092	D
Common Stock	05/27/2005		S <sup>(1)</sup>		4,900	D	\$ 46.75	31,192	D
Common Stock	05/27/2005		S <sup>(1)</sup>		1,000	D	\$ 46.76	30,192	D

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Common Stock	05/27/2005	<u>S</u> (1)	5,800	D	\$ 46.8	24,392	D	
Common Stock	05/27/2005	<u>S</u> (1)	300	D	\$ 46.82	24,092	D	
Common Stock	05/27/2005	<u>S</u> (1)	2,100	D	\$ 46.83	21,992	D	
Common Stock	05/27/2005	<u>S</u> (1)	900	D	\$ 46.84	21,092	D	
Common Stock	05/27/2005	<u>S</u> (1)	1,000	D	\$ 46.85	20,092	D	
Common Stock	05/27/2005	<u>S</u> (1)	2,000	D	\$ 46.89	18,092	D	
Common Stock	05/27/2005	<u>S</u> (1)	7,100	D	\$ 46.9	10,992	D	
Common Stock	05/27/2005	<u>S</u> (1)	1,500	D	\$ 46.92	9,492	D	
Common Stock (Deferred Shares)						80,608	I	By Stock Deferral Plan

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 1474  
(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)	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Shares - Stock Units	(2)					(2)	(2)	Common Stock	(2)
Deferred Comp. -	(3)	05/27/2005		A	22	(3)	(3)	Common Stock	22

Phantom  
Shares

NQ Stock

Options (10/20/2000)	\$ 29.75	05/27/2005		M <sup>(1)</sup>	34,000	<u>(4)</u>	<u>(4)</u>	Common Stock	34,000
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STROBEL PAMELA B 10 SOUTH DEARBORN STREET 37TH FLOOR CHICAGO, IL 60603			Executive Vice President	

## Signatures

Scott N. Peters, Esq. Attorney in Fact for Pamela B.  
Strobel

05/31/2005

\*\*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) Exercise and sale made pursuant to a rule 10b5-1 trading plan entered into on March 4, 2005.  
Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vest immediately upon receipt.
- (2) The remaining shares vest in 1/3 increments on each of the second and third anniversaries of the award date. Under certain circumstances up to one half of the second and third vestings may either be settled in common stock on a 1 for 1 basis, or be settled in cash based on the cash value of the underlying stock on the date of vesting.  
Phantom shares held in a multi-fund deferred compensation plan to be settled for cash upon the reporting person's termination of
- (3) employment for any reason on a 1:1 basis. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.
- (4) Non qualified employee stock options, awarded pursuant to the Exelon Long Term Incentive Plan. Options vest in 1/3 increments on each of the first three anniversaries of the grant date, referenced in column one, and expire on the tenth anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

(d)(7)

First Amendment to the 2009 Employment Inducement Equity Incentive Plan of Leap Wireless International, Inc. (filed as exhibit 10.13.1 to Leap's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the SEC on March 1, 2010, and incorporated herein by reference).

(e)

Not applicable.

(f)

Not applicable.

(g)

Not applicable.

(h)

Not applicable.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 10, 2011

LEAP WIRELESS INTERNATIONAL, INC.

By: /s/ Robert J. Irving, Jr.  
Robert J. Irving, Jr.  
Senior Vice President and General  
Counsel

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**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
(a)(1)(A)	Offer to Exchange Certain Outstanding Options for Replacement Options, dated August 10, 2011.
(a)(1)(B)	Email Communication Announcing the Option Exchange, dated August 10, 2011.
(a)(1)(C)	Guide to the Option Exchange Program.
(a)(1)(D)	Frequently Asked Questions Regarding the Option Exchange Program.
(a)(1)(E)	Form of Email Communication Confirming Receipt of Election.
(a)(1)(F)	Form of Email Communication Regarding Reminder of Expiration of Offer.
(a)(1)(G)	Form of Final Email Communication Confirming Acceptance and Cancellation of Eligible Options.
(a)(1)(H)	Form of Final Email Communication Confirming Non-Participation in the Option Exchange.
(a)(1)(I)	Form of Confirmation Statement Providing Number of Replacement Options to be Granted as a Result of Election or Non-Election.
(a)(1)(J)	Screen Shots of the Option Exchange Website.
(a)(1)(K)	Slides and Transcript of Employee Presentation Materials.
(a)(2)	Not applicable.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(b)	Not applicable.
(c)	Not applicable.
(d)(1)	Leap Wireless International, Inc. 2004 Stock Option, Restricted Stock and Deferred Stock Unit Plan, as amended (filed as Appendix A to the definitive proxy statement filed by Leap with the SEC on April 6, 2007, and incorporated herein by reference).
(d)(2)	First Amendment to the Leap Wireless International, Inc. 2004 Stock Option, Restricted Stock and Deferred Stock Unit Plan (filed as exhibit 10.11.19 to Leap's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2007, filed with the SEC on May 10, 2007, and incorporated herein by reference).
(d)(3)	Second Amendment to the Leap Wireless International, Inc. 2004 Stock Option, Restricted Stock and Deferred Stock Unit Plan, as amended (filed as exhibit 10.11.20 to Leap's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2007, filed with the SEC on August 9, 2007, and incorporated herein by reference).

- (d)(4) Third Amendment to the Leap Wireless International, Inc. 2004 Stock Option, Restricted Stock and Deferred Stock Unit Plan, as amended (filed as Appendix A to the definitive proxy statement filed by Leap with the SEC on April 10, 2009, and incorporated herein by reference).
- (d)(5) Form of Stock Option Grant Notice and Non-Qualified Stock Option Agreement (Replacement Options).
- (d)(6) 2009 Employment Inducement Equity Incentive Plan of Leap Wireless International, Inc. (filed as exhibit 10.15 to Leap's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the SEC on February 27, 2009, and incorporated herein by reference).
- (d)(7) First Amendment to the 2009 Employment Inducement Equity Incentive Plan of Leap Wireless International, Inc. (filed as exhibit 10.13.1 to Leap's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the SEC on March 1, 2010, and incorporated herein by reference).
- (e) Not applicable.
- (f) Not applicable.
- (g) Not applicable.
- (h) Not applicable.