

MOLER ELIZABETH A
Form 4
August 04, 2009

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 *
MOLER ELIZABETH A

(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
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/01/2009		M	10,000 A \$ 50.86	30,119 ⁽¹⁾	D	
Common Stock	08/01/2009		F	4,226 ₍₂₎ D \$ 50.86	25,893	D	

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares
Restricted Stock Units 07-27-2009	\$ 0 ⁽³⁾	08/01/2009		M	5,000	<u>(3)</u> <u>(3)</u>	Common Stock	5,000
Restricted Stock Units 08/01/2004	\$ 0 ⁽⁴⁾	08/01/2009		M	5,000	<u>(4)</u> <u>(4)</u>	Common Stock	5,000
Performance Shares- Stock Units	\$ 0 ⁽⁵⁾					<u>(5)</u> <u>(5)</u>	Common Stock	22,607

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLER ELIZABETH A 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603			Executive Vice President	

Signatures

Scott N. Peters, Attorney in Fact for Elizabeth A. Moler
 Moler
 **Signature of Reporting Person
 08/04/2009
 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 227 shares acquired on 3/10/2009 and 210 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) Restricted stock units granted 07/27/2009 under the Exelon Long Term Incentive Program. Restricted stock units will be settled for shares on a 1 for 1 basis on the day of vesting.

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- (4) Restricted stock units granted 08/01/2004 under the Exelon Long Term Incentive Program. Restricted stock units will be settled for shares on a 1 for 1 basis on the day of vesting.
- Performance shares awarded pursuant to the Exelon Long Term Incentive PLaN. 1/3 of the shares awarded vest immediately upon receipt.
- (5) The remaining shares vest in 1/3 increments on each of the second and third anniversaries of the award date. Under certain circumstances, some or all of the vested shares may be settled in cash on a 1 for 1 basis based on teh cash value of the underlying stock on the date of vesting.
- (6) Balance includes the acquisition of 255 shares on 03/10/2009 and 236 shares on 06/10/2009 through the automatic dividend reinvestment feature of Exelon plans.

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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