

EXELON CORP  
Form 5  
January 23, 2017

**FORM 5**

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
Thayer Jonathan W

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2016

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)  
Senior EVP and CFO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) Amount (D) Price	60,579 <sup>(1)</sup>	D	
Common Stock (401k Shares)					1,784 <sup>(2)</sup>	I	By 401k Plan

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

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SEC 2270 (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
					(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Unit Awards	\$ 0	Â	Â	Â	Â	Â	Â (3)	Â (3)	Common Stock	62,243
Restricted Stock Unit Grant 01/28/2013	\$ 0	Â	Â	Â	Â	Â	Â (5)	Â (5)	Common Stock	30,000
NQ Stock Option 03/12/2012	\$ 39.81	Â	Â	Â	Â	Â	Â (6)	Â (6)	Common Stock	97,000
NQ Stock Option 02/24/2012	\$ 39.24	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	175,946
NQ Stock Option 02/25/2011	\$ 32.46	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	125,429
NQ Stock Option 02/26/2010	\$ 37.71	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	67,304
NQ Stock Option 02/27/2009	\$ 21.25	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	167,669
NQ Stock Option 02/21/2008	\$ 101.05	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	8,676
NQ Stock Option 02/22/2007	\$ 81.56	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	8,342

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thayer Jonathan W 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603	Â	Â	Â Senior EVP and CFO	Â

# Signatures

Scott N. Peters, Esq. Attorney in Fact for Jonathan Thayer 01/20/2017

\_\_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) Balance includes the following shares acquired through dividend reinvestment: 125, 130, 136 and 132 shares acquired on March 10, 2016, June 10, 2016, September 9, 2016 and December 9, 2016 respectively.  
Shares held as of December 31, 2016 in a multi-fund 401(k) Plan to be settled in cash upon the reporting person's termination of 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.
- (2) Restricted stock unit awards made pursuant to the Exelon Long Term Incentive Plan. Share awards are made annually in January at the Compensation and Leadership Development committee's meeting and vest in 1/3 increments on the date of the committee's January meeting in the first, second and third years after the award was made.
- (3) Balance consists of unvested shares remaining from the awards granted in January of the previous three years along with reinvested dividends as follows: 536, 556, 582 and 562 shares acquired on March 10, 2016, June 10, 2016, September 9, 2016 and December 9, 2016 respectively.
- (4) Restricted stock grant made pursuant to the Exelon Long Term Incentive Plan. 100% of the shares will vest on January 28, 2018.
- (5) Non-qualified employee stock options, awarded pursuant to the Exelon Long Term Incentive Plan. Options vest in 1/4 increments on each of the first four anniversaries of the grant date, referenced in column one, and expire on the tenth anniversary of the grant date.
- (6) Non-qualified employee stock options originally granted by Constellation Energy Group that vested and were converted pursuant to the Merger Agreement. Each Constellation option was converted into an option to purchase Exelon common stock at the rate of 0.93 shares of Exelon common stock for each share of Constellation common stock at a strike price equal to the quotient of the original Constellation strike price and 0.93. The grant is fully vested and will expire on the tenth anniversary of the grant date referenced in Column 1.

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