

EXELON CORP
Form 5
January 24, 2007

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 *
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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 32,097 ⁽¹⁾ <u>(2)</u> | D | ^ |
| Common Stock - Deferred Shares | ^ | ^ | ^ | ^ ^ ^ | 26,057 ⁽³⁾ | I | By Stock Deferral 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. |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Performance Shares - Stock Units | Â | Â | Â | Â | Â Â | Â (4) Â (4) | Common Stock | 17,322 |
| Deferred Comp. Phantom Shares | Â | Â | Â | Â | Â Â | Â (6) Â (6) | Common Stock | 11,939 |
| NQ Stock Options 01/27/2003 | \$ 24.805 | Â | Â | Â | Â Â | Â (8) Â (8) | Common Stock | 13,500 |
| NQ Stock Options 01/26/2004 | \$ 32.54 | Â | Â | Â | Â Â | Â (8) Â (8) | Common Stock | 54,000 |
| NQ Stock Options 01/24/2005 | \$ 42.85 | Â | Â | Â | Â Â | Â (8) Â (8) | Common Stock | 36,000 |
| NQ Stock Options 01/23/2006 | \$ 58.55 | Â | Â | Â | Â Â | Â (8) Â (8) | Common Stock | 30,000 |

Reporting Owners

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

Signatures

Frank M. Clark

01/16/2007

**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) Balance includes 10,000 restricted shares.
- (2) Balance includes 154 shares acquired on 03/10/06, 147 shares on 06/12/06, 148 shares on 09/10/06 and 142 shares on 12/11/2006 through the automatic dividend reinvestment feature of Exelon plans.
- (3) Balance includes 182 shares acquired on 03/10/06, 174 shares on 06/12/06, 174 shares on 09/10/06 and 168 shares on 12/11/2006 through the automatic dividend reinvestment feature of Exelon plans.

Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vested immediately upon receipt. 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 the cash value of the underlying stock on the date of vesting.
- (4) Balance includes 121 shares acquired on 03/10/06, 116 shares on 06/12/06, 116 shares on 09/10/06 and 112 shares on 12/11/2006 through the automatic dividend reinvestment feature of Exelon plans.

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. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.
- (5) Balance includes 78 shares acquired on 03/10/06, 76 shares on 06/12/06, 77 shares on 09/10/06 and 76 shares on 12/11/2006 through the automatic dividend reinvestment feature of Exelon plans.
- (6) 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.
- (7)
- (8)

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