

EXELON CORP  
Form 8-K  
May 05, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

May 3, 2011

Date of Report (Date of earliest event reported)

Commission

Exact Name of Registrant as Specified in Its Charter;

IRS Employer

File Number

State of Incorporation; Address of Principal Executive

Identification Number

1-16169

Offices; and Telephone Number

23-2990190

**EXELON CORPORATION**

(a Pennsylvania corporation)

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**10 South Dearborn Street**

**P.O. Box 805379**

**Chicago, Illinois 60680-5379**

**(312) 394-7398**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 5-Corporate Governance and Management****Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 3, 2011, Exelon Corporation (Exelon) held its annual meeting of shareholders. The final results of voting on each of the matters submitted to a vote of security holders during Exelon's annual meeting of shareholders:

**1. Election of Directors**

|                       | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTE</b> |
|-----------------------|-------------|----------------|----------------|----------------------------|
| John A. Canning, Jr.  | 402,241,565 | 5,192,923      | 1,812,533      | 106,740,945                |
| M. Walter D Alessio   | 398,333,850 | 9,154,065      | 1,759,106      | 106,740,945                |
| Nicholas DeBenedictis | 394,918,225 | 12,581,483     | 1,767,313      | 106,740,945                |
| Nelson A. Diaz        | 377,393,933 | 29,990,956     | 1,862,132      | 106,740,945                |
| Sue L. Gin            | 399,180,593 | 8,283,015      | 1,783,413      | 106,740,945                |
| Rosemarie B. Greco    | 396,124,697 | 11,314,169     | 1,808,155      | 106,740,945                |
| Paul L. Joskow        | 403,669,330 | 3,724,880      | 1,852,811      | 106,740,945                |
| Richard W. Mies       | 403,125,120 | 4,181,568      | 1,940,333      | 106,740,945                |
| John M. Palms         | 399,861,765 | 7,529,426      | 1,855,830      | 106,740,945                |
| William C. Richardson | 401,862,613 | 5,541,851      | 1,842,557      | 106,740,945                |
| Thomas J. Ridge       | 401,833,485 | 5,704,520      | 1,709,016      | 106,740,945                |
| John W. Rogers, Jr.   | 397,617,596 | 9,802,776      | 1,826,649      | 106,740,945                |
| John W. Rowe          | 388,647,964 | 18,910,533     | 1,688,524      | 106,740,945                |
| Stephen D. Steinour   | 395,282,107 | 12,149,737     | 1,815,177      | 106,740,945                |
| Don Thompson          | 403,401,939 | 4,037,436      | 1,807,646      | 106,740,945                |

**2. Ratification of PricewaterhouseCoopers LLP as Exelon's Independent Accountant for 2011**

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> |
|-------------|----------------|----------------|
| 507,823,923 | 6,082,575      | 2,081,468      |

**3. The advisory vote on Exelon's 2011 executive compensation**

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| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTE</b> |
|-------------|----------------|----------------|----------------------------|
| 389,508,395 | 13,913,885     | 5,824,741      | 106,740,945                |

**4. The advisory vote on the frequency of the advisory vote on executive compensation**

| <b>One Year</b> | <b>Two Years</b> | <b>Three Years</b> | <b>ABSTAIN</b> |
|-----------------|------------------|--------------------|----------------|
| 318,308,822     | 2,952,756        | 84,967,085         | 3,018,358      |

\* \* \* \* \*

This Current Report includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties. The factors that could cause actual results to differ materially from these forward-looking statements include those discussed herein as well as those discussed in (1) Exelon's 2010 Annual Report on Form 10-K in (a) ITEM 1A. Risk Factors, (b) ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) ITEM 8. Financial Statements and Supplementary Data; Note 18; (2) Exelon's First Quarter 2011

Quarterly Report on Form 10-Q in (a) Part II, Other Information, ITEM 1A. Risk Factors, (b) Part 1, Financial Information, ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) Part I, Financial Information, ITEM 1. Financial Statements: Note 12; and (3) other factors discussed in filings with the Securities and Exchange Commission by Exelon. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this Current Report. Exelon does not undertake any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this Current Report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EXELON CORPORATION**

/s/ Matthew F. Hilzinger  
Matthew F. Hilzinger  
Senior Vice President, Chief Financial Officer and  
Treasurer  
Exelon Corporation

May 5, 2011