

Crane Christopher M.  
Form 5  
February 12, 2010

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
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 \*  
Crane Christopher M.

2. Issuer Name and Ticker or Trading Symbol  
EXELON CORP [EXC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President

10 SOUTH DEARBORN STREET, 54TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60603

(City) (State) (Zip)

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) or (D) Price	31,967 <sup>(1)</sup>	D	

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

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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	Title	Amount or Number of Shares
Performance Shares - Stock Units	Â	Â	Â	Â	Â	Â	Â (2)	Â (2)	Common Stock	28,514
Restricted Stock Units 09/03/2007	Â	Â	Â	Â	Â	Â	Â (4)	Â (4)	Common Stock	15,000
Restricted Stock Units 08/01/2008	Â	Â	Â	Â	Â	Â	Â (5)	Â (5)	Common Stock	15,000
Deferred Comp. Phantom Shares	Â	Â	Â	Â	Â	Â	Â (6)	Â (6)	Common Stock	1,385
NQ Stock Options 01/26/2004	\$ 32.54	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	13,500
NQ Stock Options 01/24/2005	\$ 42.85	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	18,000
NQ Stock Options 01/23/2006	\$ 58.55	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	22,500
NQ Stock Options 01/22/2007	\$ 59.96	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	35,000
NQ Stock Options 01/28/2008	\$ 73.29	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	28,000
NQ Stock Options 01/26/2009	\$ 56.51	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	49,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crane Christopher M. 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603	Â	Â	Â President	Â

## Signatures

Scott N. Peters, Attorney in Fact for Christopher M. Crane 02/12/2010

\_\_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 the automatic dividend reinvestment feature of Exelon plans: 285 shares on 3/10/2009; 263 shares on 6/10/2009; 338 shares on 9/10/2009; and 315 shares on 12/10/2009.  
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 first and second anniversaries of the grant 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.
- (2) Balance includes the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 315 shares on 3/10/2009; 291 shares on 6/10/2009; 301 shares on 9/10/2009; and 291 shares on 12/10/2009.
- (3) Restricted stock units granted under the Issuer's Long Term Incentive Plan. Restricted stock units may be settled on a 1 for 1 basis in shares of Exelon common stock. 100% of the shares will vest on 09/03/2011.
- (4) Restricted stock units granted under the Issuer's Long Term Incentive Plan. Restricted stock units may be settled on a 1 for 1 basis in shares of Exelon common stock. 100% of the shares will vest on 08/01/2013.
- (5) 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.
- (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.

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