

HILZINGER MATTHEW F
Form 4
February 27, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HILZINGER MATTHEW F

(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. Date of Earliest Transaction (Month/Day/Year)
02/23/2007

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 VP and Controller

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 | 02/23/2007 | | S | | 2,606 | D | \$ 65.69 |
| Common Stock | 02/23/2007 | | M | | 4,250 | A | \$ 24.81 |
| Common Stock | 02/23/2007 | | M | | 13,500 | A | \$ 32.54 |
| Common Stock | 02/23/2007 | | S | | 700 | D | \$ 65.5 |
| Common Stock | 02/23/2007 | | S | | 900 | D | \$ 65.55 |

Edgar Filing: HILZINGER MATTHEW F - Form 4

| | | | | | | | | |
|--------------------------------|------------|---|-------|---|----------|--------------------|---|------------------------|
| Common Stock | 02/23/2007 | S | 1,400 | D | \$ 65.57 | 22,750 | D | |
| Common Stock | 02/23/2007 | S | 1,000 | D | \$ 65.61 | 21,750 | D | |
| Common Stock | 02/23/2007 | S | 866 | D | \$ 65.56 | 20,884 | D | |
| Common Stock | 02/23/2007 | S | 1,000 | D | \$ 65.59 | 19,884 | D | |
| Common Stock | 02/23/2007 | S | 1,000 | D | \$ 65.61 | 18,884 | D | |
| Common Stock | 02/23/2007 | S | 100 | D | \$ 65.63 | 18,784 | D | |
| Common Stock | 02/23/2007 | S | 200 | D | \$ 65.61 | 18,584 | D | |
| Common Stock | 02/23/2007 | S | 100 | D | \$ 65.64 | 18,484 | D | |
| Common Stock | 02/23/2007 | S | 900 | D | \$ 65.63 | 17,584 | D | |
| Common Stock | 02/23/2007 | S | 300 | D | \$ 65.64 | 17,284 | D | |
| Common Stock | 02/23/2007 | S | 1,284 | D | \$ 65.7 | 16,000 | D | |
| Common Stock | 02/23/2007 | S | 200 | D | \$ 65.75 | 15,800 | D | |
| Common Stock | 02/23/2007 | S | 200 | D | \$ 65.76 | 15,600 | D | |
| Common Stock | 02/23/2007 | S | 3,500 | D | \$ 65.75 | 12,100 | D | |
| Common Stock | 02/23/2007 | S | 100 | D | \$ 65.76 | 12,000 | D | |
| Common Stock | 02/23/2007 | S | 600 | D | \$ 65.8 | 11,400 | D | |
| Common Stock | 02/23/2007 | S | 2,000 | D | \$ 65.85 | 9,400 | D | |
| Common Stock | 02/23/2007 | S | 1,400 | D | \$ 65.86 | 8,000 | D | |
| Common Stock (Deferred Shares) | | | | | | 12,632 | I | By Stock Deferral Plan |
| Common | | | | | | 516 ⁽¹⁾ | D | |

Stock
(401k
Shares)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| NQ Stock Options 01-27-2003 | \$ 24.805 | 02/23/2007 | | M | 4,250 | (2) (2) | Common Stock | 4,250 |
| NQ Stock Options 01-26-2004 | \$ 32.54 | 02/23/2007 | | M | 13,500 | (2) (2) | Common Stock | 13,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HILZINGER MATTHEW F
10 SOUTH DEARBORN STREET
37TH FLOOR
CHICAGO, IL 60603

Senior VP and Controller

Signatures

Scott N. Peters, Esq. Attorney in Fact for Matthew F. Hilzinger

02/27/2007

__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) Shares held as of 01/31/2007 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) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.