

ROWE JOHN W
Form 4
May 17, 2005

FORM 4

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

OMB APPROVAL

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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 *
ROWE JOHN W

(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)
05/13/2005

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, President and CEO

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 | Price | |
| Common Stock | 05/16/2005 | | M ⁽¹⁾ | | 41,252 | \$ 18.82 | A 85,991 ⁽²⁾ D |
| Common Stock | 05/16/2005 | | S ⁽¹⁾ | | 1,100 | \$ 44.94 | D 84,891 D |
| Common Stock | 05/16/2005 | | S ⁽¹⁾ | | 5,300 | \$ 44.99 | D 79,591 D |
| Common Stock | 05/16/2005 | | S ⁽¹⁾ | | 7,400 | \$ 45 | D 72,191 D |
| Common Stock | 05/16/2005 | | S ⁽¹⁾ | | 3,100 | \$ 45.01 | D 69,091 D |

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| | | | | | | | | |
|--------------------------------|------------|------------------------|-------|---|----------|----------------------|---|------------------------|
| Common Stock | 05/16/2005 | <u>S⁽¹⁾</u> | 1,500 | D | \$ 45.02 | 67,591 | D | |
| Common Stock | 05/16/2005 | <u>S⁽¹⁾</u> | 900 | D | \$ 45.03 | 66,691 | D | |
| Common Stock | 05/16/2005 | <u>S⁽¹⁾</u> | 2,200 | D | \$ 45.04 | 64,491 | D | |
| Common Stock | 05/16/2005 | <u>S⁽¹⁾</u> | 5,400 | D | \$ 45.05 | 59,091 | D | |
| Common Stock | 05/16/2005 | <u>S⁽¹⁾</u> | 300 | D | \$ 45.07 | 58,791 | D | |
| Common Stock | 05/16/2005 | <u>S⁽¹⁾</u> | 1,900 | D | \$ 45.08 | 56,891 | D | |
| Common Stock | 05/16/2005 | <u>S⁽¹⁾</u> | 3,800 | D | \$ 45.1 | 53,091 | D | |
| Common Stock | 05/16/2005 | <u>S⁽¹⁾</u> | 900 | D | \$ 45.2 | 52,191 | D | |
| Common Stock | 05/16/2005 | <u>S⁽¹⁾</u> | 152 | D | \$ 45.21 | 52,039 | D | |
| Common Stock (Deferred Shares) | | | | | | 266,903 | I | By Stock Deferral Plan |
| Common Stock (401k Shares) | | | | | | 5,570 ⁽³⁾ | D | |
| Common Stock | | | | | | 3,500 | I | Held By Spouse |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

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| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------------------|------|---|-----|-----|------------------|-----------------|------------------|----------------------------|
| Performance Shares - Stock Units | | | | | (6) | (6) | Common Stock | (6) |
| NQ Stock Options (01-25-1999) | | | | | \$ 18.82 | 05/16/2005 | M ⁽¹⁾ | 41,252 |
| Deferred Comp. - Phantom Shares | | | | | (5) | 05/13/2005 | A | 106 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROWE JOHN W 10 SOUTH DEARBORN STREET 37TH FLOOR CHICAGO, IL 60603 | | | Chairman, President and CEO | |

Signatures

Scott N. Peters, Attorney in Fact for John W. Rowe
Date: 05/17/2005

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) Exercise and sale made pursuant to a rule 10b5-1 trading plan entered into on February 25, 2005.
- (2) Balance includes 3,248 shares held in the Employee Stock Purchase Plan.
Shares held as of 04/30/2005 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.
- (3) Non-qualified employee stock options, awarded pursuant to the Issuer's Long Term Incentive Plan, vest in 1/3 increments beginning on the first anniversary of the grant date (referenced in column 1) and expire on the tenth anniversary of the grant date.
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) Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vest 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 up to one half of the second and third vestings may either be settled in common stock on a 1 for 1 basis, or be settled in cash based on the cash value of the underlying stock on the date of vesting.

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

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