

EXELON CORP
Form 5
January 24, 2007

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 *
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⁾ / ₍₂₎	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. Amount or Number of Shares
Performance Shares - Stock Units	Â	Â	Â	Â	Â (A) Â (D)	Â (4) Â (4)	Common Stock	17,322
Deferred Comp. Phantom Shares	Â	Â	Â	Â	Â (A) Â (D)	Â (6) Â (6)	Common Stock	11,939
NQ Stock Options 01/27/2003	\$ 24.805	Â	Â	Â	Â (A) Â (D)	Â (8) Â (8)	Common Stock	13,500
NQ Stock Options 01/26/2004	\$ 32.54	Â	Â	Â	Â (A) Â (D)	Â (8) Â (8)	Common Stock	54,000
NQ Stock Options 01/24/2005	\$ 42.85	Â	Â	Â	Â (A) Â (D)	Â (8) Â (8)	Common Stock	36,000
NQ Stock Options 01/23/2006	\$ 58.55	Â	Â	Â	Â (A) Â (D)	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) 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.
- (8) 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 provided 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.