

DeFontes Kenneth William Jr.  
 Form 4  
 March 14, 2012

**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 \*  
 DeFontes Kenneth William Jr.

(Last) (First) (Middle)  
 10 SOUTH DEARBORN STREET, 54TH 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)  
 03/12/2012

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)  
 President & CEO, BGE

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 Ownership (Instr. 4) |        |   |                |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|----------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |        |   |                |
| Common Stock                    | 03/12/2012                           |  | A                              |   | 19,659  | A  | 11                                | 19,659 | D |                |
| Common Stock- 401k Plan Shares  | 03/12/2012                           |  | A                              |   | 7,838   | A  | 12                                | 7,838  | I | by 401k Plan   |
| Common Stock                    | 03/12/2012                           |  | A                              |   | 11,658  | A  | 11                                | 11,658 | I | Held by Spouse |

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**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable              | Expiration Date | Title        | Amount or Number of Shares |
| NQ Stock Options<br>02/24/2005             | \$ 54.8  | 03/12/2012                           |  | A                              |   | 27,090   |   | (3)                           | (3)             | Common stock | 27,090                     |
| NQ Stock Options<br>02/22/2007             | \$ 81.56   | 03/12/2012                           |  | A                              |   | 22,822   |   | (3)                           | (3)             | Common stock | 22,822                     |
| NQ Stock Options<br>02/21/2008             | \$ 101.05  | 03/12/2012                           |  | A                              |   | 18,590   |   | (3)                           | (3)             | Common stock | 18,590                     |
| NQ Stock Options<br>02/27/2009             | \$ 21.25   | 03/12/2012                           |  | A                              |   | 83,830   |   | (3)                           | (3)             | Common Stock | 83,830                     |
| NQ Stock Options<br>02/26/2010             | \$ 37.71   | 03/12/2012                           |  | A                              |   | 45,886   |   | (3)                           | (3)             | Common stock | 45,886                     |
| NQ Stock Options<br>02/25/2011             | \$ 32.46   | 03/12/2012                           |  | A                              |   | 67,192   |   | (3)                           | (3)             | Common stock | 67,192                     |
| NQ Stock Options<br>02/24/2012             | \$ 39.24   | 03/12/2012                           |  | A                              |   | 94,255   |   | (4)                           | (4)             | Common stock | 94,255                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| DeFontes Kenneth William Jr.<br>10 SOUTH DEARBORN STREET<br>54TH FLOOR |               |           | President & CEO, BGE |       |

CHICAGO, IL 60603

## Signatures

Scott N. Peters, Attorney in Fact for Kenneth W.  
DeFontes, Jr.

03/14/2012

\_\_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) Common stock acquired pursuant to the Agreement and Plan of Merger (the "Merger") between Exelon Corporation ("Exelon"), Bolt Acquisition Corporation and Constellation Energy Group, Inc. ("Constellation"), whereby each share of Constellation common stock was converted to 0.93 share of Exelon common stock and a cash payment being made for any fractional shares.

(2) Common stock held in a multi-fund 401(k) plan, acquired pursuant to the Merger, whereby each share of Constellation common stock was converted to 0.93 share of Exelon common stock and a cash payment being made for any fractional shares.

(3) Non qualified employee stock options originally granted by Constellation that vested and were converted pursuant to the Merger. Each Constellation option was converted into an option to purchase Exelon common stock at the rate of 0.93 shares of Exelon common stock for each share of Constellation common stock at a strike price equal to the quotient of the original Constellation strike price and 0.93.

(4) Non qualified employee stock options originally granted by Constellation that were converted pursuant to the Merger. Each Constellation option was converted into an option to purchase Exelon common stock at the rate of 0.93 shares of Exelon common stock for each share of Constellation common stock at a strike price equal to the quotient of the original Constellation strike price and 0.93. These stock options were granted on 2/24/12 and 1/3 will vest on each of 2/24/13, 2/24/14, and 2/24/15.

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.