

Cornew Kenneth W.
Form 4
February 06, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cornew Kenneth W.

(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)

02/04/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Sr. EVP, Pres & CEO Generation

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	02/04/2019		M	153,809	A 11	217,362	D
Common Stock	02/04/2019		F	66,239	D \$ 47.34	151,123	D
Common Stock	02/04/2019		D	66,611	D \$ 47.34	84,513	D

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Restricted Stock Units 2016	\$ 0	02/04/2019		M			13,114	<u>(2)</u>	<u>(2)</u>	Common Stock	1
Restricted Stock Units 2017	\$ 0	02/04/2019		M			9,798	<u>(2)</u>	<u>(2)</u>	Common Stock	
Restricted Stock Units 2018	\$ 0	02/04/2019		M			8,654	<u>(2)</u>	<u>(2)</u>	Common Stock	
Restricted Stock Units 2019	\$ 0	02/04/2019		A		20,347		<u>(2)</u>	<u>(2)</u>	Common Stock	2
Performance Shares 2016-2018 (stock units)	\$ 0	02/04/2019		A		122,243		<u>(3)</u>	<u>(3)</u>	Common Stock	1
Performance Shares 2016-2018 (stock units)	\$ 0	02/04/2019		M			122,243	<u>(3)</u>	<u>(3)</u>	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cornew Kenneth W. 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603			Sr. EVP, Pres & CEO Generation	

Signatures

Katherine A. Smith, Attorney-in-Fact for Kenneth W.
Cornew

02/06/2019

__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 shares acquired through conversion of previously awarded and vested restricted stock units (RSUs) and performance share (stock units) under the Exelon Long Term Incentive Plan.

Restricted stock unit (RSUs) award granted pursuant to the Exelon Long Term Incentive Plan. RSUs are granted annually at the Compensation and Leadership Development Committee's first meeting in January or February and vest in 1/3 increments on the dates of the Committee's January or February meetings held in the first, second, and third years after the grant date. Each RSU represents the right to receive one share of Exelon common stock. Awards accrue additional RSUs acquired through quarterly dividend reinvestment that vest on the same schedule as the underlying award.

- (2) Performance share (stock unit) award granted pursuant to the Exelon Long Term Incentive Plan for the three-year performance period of January 1, 2016 to December 31, 2018, based on the Compensation and Leadership Development Committee's determination of performance achieved for the period. Each performance share (stock unit) represents the right to receive one share or the economic equivalent value of one share of Exelon common stock. Performance share (stock units) awards vest immediately upon 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.