

EXELON CORP  
Form DEFR14A  
March 16, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)**  
**of the Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY**  
**(AS PERMITTED BY RULE 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

EXELON CORPORATION

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**AMENDMENT TO**  
**PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD APRIL 2, 2012**

This document is an amendment to our definitive Proxy Statement dated February 22, 2012 and furnished in connection with the Annual Meeting of Shareholders of Exelon Corporation, which will be held on Monday, April 2, 2012, at 9:30 a.m. Central Time at Exelon Corporation headquarters, 10 S. Dearborn, Chicago, Illinois.

**EXPLANATORY STATEMENT**

Due to a misalignment, the table of Compensation of Non-Employee Directors set forth on page 32 incorrectly reported the compensation paid to two of Exelon's directors. The original footnotes detailing the compensation were correct. The corrected table and original footnotes follow:

**Compensation of Non-Employee Directors**

For their service as directors of the corporation, Exelon's non-employee directors receive the compensation shown in the following table and explained in the accompanying notes. One employee director, Mr. Rowe, not shown in the table, receives no additional compensation for service as a director.

	Committee Membership	Fees Earned or Paid in Cash			Change in	All Other Compensation (Note 2)	Total
		Annual Board & Committee Retainers	Board & Committee Meeting Fees	Stock Awards	Pension Value  and Nonqualified Compensation Earnings (Note 1)		
John A. Canning, Jr.	A, C	\$ 55,000	\$ 58,000	\$ 100,000		\$ 5,000	\$ 218,000
M. Walter D Alessio	G (ch), C, L	85,000	54,000	100,000		750,000	989,000
Nicholas DeBenedictis	E (ch), G, P	65,000	64,000	100,000			229,000
Nelson A. Diaz	E, P, R	55,000	64,000	100,000			219,000
Sue L. Gin	R (ch), A, G, I	65,000	68,000	100,000			233,000
Rosemarie B. Greco	C (ch), E, G	60,000	64,000	100,000		500,000	724,000
Paul L. Joskow	A, E, I, R	55,000	68,000	100,000			223,000
Richard W. Mies	P (ch), A, R	80,000	68,000	100,000			248,000
John M. Palms (3)	A (ch), G, P, R	80,000	78,000	100,000		500,000	758,000
William C. Richardson (3)	A, C, G, I, R	55,000	86,000	100,000		5,000	246,000
Thomas J. Ridge	E, R	50,000	46,000	100,000		5,000	201,000
John W. Rogers, Jr.	I (ch), G, R	50,000	54,000	100,000		5,000	209,000
Stephen D. Steinour	A, C	55,000	56,000	100,000		5,000	216,000
Donald Thompson	E	50,000	30,000	100,000			180,000
<b>Total All Directors</b>		<b>\$ 860,000</b>	<b>\$ 858,000</b>	<b>\$ 1,400,000</b>		<b>\$ 1,775,000</b>	<b>\$ 4,893,000</b>

**Committee Membership Key**

Audit = A, Chairman = Ch, Compensation = C, Corporate Governance = G, Energy Delivery

Oversight = E, Risk Oversight- Investment Sub-Committee = I, Generation Oversight = P, Risk Oversight = R, Lead Director = L

**Notes:**

- (1) Values in this column represent that portion of the directors accrued earnings in their non-qualified deferred compensation account that were considered as above market. See the description below under the heading Deferred Compensation. For 2011, none of the directors recognized any such earnings.
- (2) Values in this column for Ms. Greco and Messrs. D Alessio and Palms represent charitable contributions made by Exelon in honor of their service to the company and its shareholders in connection with their expected retirements in 2012. Values in this column for Messrs. Canning, Richardson, Ridge, Rogers and Steinour represent the company's matching portion of the director's contribution to qualified educational institutions pursuant to Exelon's matching gift plan described below in Other Compensation.
- (3) In addition to the amounts shown in the table, Drs. Palms and Richardson, who also serve as directors of the Exelon Foundation, received \$6,000 each from the Foundation for attending meetings of the Foundation's board. Exelon contributes to the Foundation to pay for the Foundation's operating expenses.