EXELON CORP Form 4 April 04, 2005

### 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5
obligations
may continue.

See Instruction
1(b).

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)

(Last)

1. Name and Address of Reporting Person \*\*
ROGERS JOHN W JR

(First)

(Middle)

 2. Issuer Name and Ticker or Trading Symbol

EXELON CORP [EXC]

3. Date of Earliest Transaction (Month/Day/Year) 03/31/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

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response...

Estimated average

burden hours per

10 SOUTH DEARBRON STREET, 37TH FLOOR

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

\_X\_\_ Director \_\_\_\_\_ 10% Owner \_\_\_\_\_ Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

Pers

CHICAGO, IL 60603

(City)	(State)	(Zip) Table	e I - Non-D	Derivative	Secur	rities Acq	uired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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 (Deferred Stock Units)	03/31/2005		A	322	A	\$ 46.56	8,046 (1)	I	By Exelon Directors' Deferred Stock Unit Plan
Common Stock (Deferred Stock Units)							3,100 (2)	I	By Unicom Directors' Stock Unit Plan
Common Stock							11,374	D	

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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. Transactio Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D)	Expiration Date (Month/Day/Year) curities equired color or sposed		Underlying Securities (Instr. 3 and 4)		8. D Se (In
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Compensation - Phantom Shares	(3)	03/31/2005		A	350	<u>(3)</u>	(3)	Common Stock	350	93

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
ROGERS JOHN W JR 10 SOUTH DEARBRON STREET 37TH FLOOR CHICAGO, IL 60603	X					

## **Signatures**

Scott N. Peters, Attorney in Fact for John W. Rogers, Jr. 04/04/2005

\*\*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) Balance also includes 66 shares acquired on 03/10/2005 through the automatic dividend reinvestment feature of Exelon plans.
- (2) Balance also includes 26 shares acquired on 03/10/2005 through the automatic dividend reinvestment feature of Exelon plans.

**(3)** 

Reporting Owners 2

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Phantom shares held in a multi-fund deferred compensation account to be settled for cash on a 1:1 basis upon the reporting person's termination of employment for any reason. Shares are acquired through regular periodic contributions and the reinvestment of dividend equivalents.

(4) Balance also includes 45 shares acquired on 03/10/2005 through the automatic dividend reinvestment feature of Exelon plans.

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.