HILZINGER MATTHEW F

Form 4

August 03, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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 See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

EXELON CORP [EXC]

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

HILZINGER MATTHEW F

			EMELOIT COID [EMC]			(Check all applicable)						
(Last)	(First)	(Middle)		f Earliest Tr	ansaction							
10 COUTH	DEARBORN		(Month/E				Director _X_ Officer (give	e title Other (specify				
			08/01/2	007				below) below)				
SIREE1, 3	7TH FLOOR							Senior '	VP and Control	ler		
	(Street)		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)					Applicable Line)				
						X Form filed by One Reporting Person						
CHICAGO, IL 60603								Form filed by More than One Reporting Person				
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									y Owned		
1.Title of	2. Transaction Da	te 2A. Dee	med	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year	e) Execution	on Date, if		on(A) or Dis	_		Securities	Ownership	Indirect		
(Instr. 3)		any	D /57 \	Code (Instr. 3, 4 and 5)				Beneficially	Form: Direct			
		(Month/)	Day/Year)	r) (Instr. 8)				Owned Following	(D) or Indirect (I)	Ownership (Instr. 4)		
								Reported (Instr. 4)				
					(A) or			Transaction(s)				
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common	09/01/2007			N	12.704	Α	\$	20.704 (1)	D			
Stock	08/01/2007			M	12,794	A	70.15	20,794 (1)	D			
Common							\$					
Stock	08/01/2007			M	668	A	\$ 70.15	21,462	D			
Common	08/01/2007			F	4,862	D	\$ 70.15	16,600	D			
Stock					,		70.15	,				
Common	08/01/2007			F	254	D	\$ 70.15	16,346	D			
Stock	06/01/2007			Г	234	D	70.15	10,540	ע			
Common							\$					
Stock	08/01/2007			D	414	D	70.15	15,932	D			

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Common

519 (2) Stock 401k D

Shares

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

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(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. Transaction Code (Instr. 8)	5. Number of or 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. Pr Deri Secu (Inst
				Code V	(A) (D	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Deferral Plan - Stock Units	<u>(4)</u>	08/01/2007		M	12,7	794	<u>(4)</u>	<u>(4)</u>	Common Stock	12,794	\$ 7
Deferred Comp - Phantom Shares	(3)	08/01/2007		M	66	68	(3)	(3)	Common Stock	668	\$ 7

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

HILZINGER MATTHEW F 10 SOUTH DEARBORN STREET 37TH FLOOR

Senior VP and Controller

CHICAGO, IL 60603

Signatures

Scott N. Peters, Attorney in Fact for Matthew F. 08/02/2007 Hilzinger

> **Signature of Reporting Person Date

Reporting Owners 2

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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) Includes 8,000 restricted shares.
- Shares held as of 07/31/2007 in a multi-fund 401(k) Plan to be settled in 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.
- 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. In December 2006, the plan was amended to allow participants a one-time election to receive a distribution on August 1, 2007. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.
- Units in the Exelon Stock Deferral Plan (SDP) were previously reported in Table I because they could only be settled in common stock.

 In December 2006, the SDP was amended to allow participants a one-time election to receive a distribution on August 1, 2007, and the SDP was subsequently amended to provide that if the participant satisfied certain criteria with respect to the amount of the participant's stock ownership, the participant could elect to receive the distribution from the SDP in cash instead of in common stock.

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.