

MCLEAN IAN P  
Form 4  
January 25, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
MCLEAN IAN P

(Last) (First) (Middle)  
10 SOUTH DEARBORN STREET, 37TH 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)  
01/23/2006

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)  
Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                    |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                       | 01/23/2006                           |  | M                              | V   | 24,145<br><u>(1) (2)</u><br>\$ 58.55  | A  | 24,145 D  |
| Common Stock                       | 01/23/2006                           |  | F                              |   | 8,041<br><u>(3)</u><br>\$ 58.55   | D  | 16,104 D  |
| Common Stock                       | 01/23/2006                           |  | D                              |   | 16,104<br>\$ 58.55  | D  | 0 D   |
| Common Stock (PECO Phantom Shares) |                                      |  |                                |   |   |  | 79,281 <u>(4)</u> I<br>By PECO Phantom Share Plan     |

|   |                      |   |                              |
|---|----------------------|---|------------------------------|
| Common<br>Stock<br>(Deferred<br>Shares) | 3,784 <sup>(5)</sup> | I | By Stock<br>Deferral<br>Plan |
| Common<br>Stock<br>(401k<br>Shares)     | 596 <sup>(6)</sup>   | D |                              |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|
|   |  |   |   | Code V                               | (A) (D)  | Date<br>Exercisable<br>Expiration<br>Date                      | Title   |                                     |
| Performance<br>Shares -<br>Stock Units              | <u>(1)</u>   | 01/23/2006                              |   | A                                    | 20,825   | <u>(1)</u> <u>(1)</u>  | Common<br>Stock   | 20,825                              |
| Performance<br>Shares -<br>Stock Units              | <u>(1)</u>   | 01/23/2006                              |   | M                                    | 24,145<br><u>(2)</u>   | <u>(1)</u> <u>(1)</u>  | Common<br>Stock   | 24,145                              |
| NQ Stock<br>Options<br>01-23-2006                   | \$ 58.55   | 01/23/2006                              |   | A                                    | 35,000   | <u>(8)</u> <u>(8)</u>  | Common<br>Stock   | 35,000                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| MCLEAN IAN P<br>10 SOUTH DEARBORN STREET<br>37TH FLOOR<br>CHICAGO, IL 60603 |               |           | Executive Vice President |       |

## Signatures

Scott N. Peters, Attorney in Fact for Ian P.  
McLean

01/25/2006

\_\_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) Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vest immediately upon receipt. The remaining shares vest in 1/3 increments on each of the second and third anniversaries of the award date. Under certain circumstances some or all of the vested shares may be settled in cash on a 1 for 1 basis based on the cash value of the underlying stock on the date of vesting.
  - (2) Vested amount includes the first 1/3 of the current grant, the second 1/3 of the grant made in January 2005 and the third and final 1/3 of the grant made in January 2004.
  - (3) Shares withheld by the Issuer for reporting person's tax obligation.
  - (4) Balance includes 581 shares acquired on 12-10-05 through the automatic dividend reinvestment feature of Exelon plans.
  - (5) Balance includes 28 shares acquired on 12-10-05 through the automatic dividend reinvestment feature of Exelon plans.  
Shares held as of 12/31/2005 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.
  - (7) Balance includes 230 shares acquired on 03-10-2005, 219 shares acquired on 06-10-2005, 193 shares acquired on 09-10-2005, and 201 shares acquired on 12-10-05 through the automatic dividend reinvestment feature of Exelon plans.
  - (8) Non qualified employee stock options, awarded pursuant to the Exelon Long Term Incentive Plan. Options vest in 1/4 increments on each of the first four anniversaries of the grant date, referenced in column one, and expire on the tenth anniversary of the 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.