GILLIS RUTH ANN M
Form 5
January 26, 2011

FORM 5

OMB APPROVAL

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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).
Form 3 Holdings Reported
Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
GILLIS RUTH ANN M

(Last) (First) (Middle)

10 SOUTH DEARBORN STREET,Â 54TH FLOOR

(Street)

CHICAGO,Â ILÂ 60603

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
EXELON CORP [EXC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

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 below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	9,504	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	19,101	I	Held in trust accounts
Common Stock (deferred shares)	Â	Â	Â	Â	Â	Â	46,567 (1)	I	By Stock Deferral Plan

Common Stock (401k shares)	Â	Â	Â	Â	Â	Â	28 (2)	D	Â

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

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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 of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares - Stock Units	Â	Â	Â	Â	Â	Â	Â (3)	Â (3)	Common Stock	12,843
Restricted Stock Units 08/01/2008	Â	Â	Â	Â	Â	Â	Â (5)	Â (5)	Common Stock	5,000
Deferred Comp. Phantom Shares	Â	Â	Â	Â	Â	Â	Â (6)	Â (6)	Common Stock	1,162
NQ Stock Options 01/26/2004	$ 32.54	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	6,750
NQ Stock Options 01/24/2005	$ 42.85	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	27,000
NQ Stock Options 01/23/2006	$ 58.55	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	24,000
NQ Stock Options 01/22/2007	$ 59.96	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	24,000
	$ 73.29	Â	Â	Â	Â	Â	Â (7)	Â (7)		19,000

NQ Stock Options 01/28/2008									Common Stock	
NQ Stock Options 01/26/2009	$ 56.51	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	25,200
NQ Stock Options 01/25/2010	$ 46.09	Â	Â	Â	Â	Â	Â (7)	Â (7)	Common Stock	22,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILLIS RUTH ANN M 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO,Â ILÂ 60603	Â	Â	Â Executive Vice President	Â

Signatures

Ruth Ann Gillis	01/25/2011
**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 includes the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 516 shares on 3/10/2010; 588 shares on 6/10/2010; 557 shares on 9/10/2010; and 603 shares on 12/10/2010.

(2) Shares held as of 12/31/2010 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.

(3) Performance Shares awarded pursuant to the Exelon Long Term Incentive Plan. 1/3 of the shares awarded vested immediately upon receipt. The remaining shares vest in 1/3 increments on each of the first and second anniversaries of the grant 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.

(4) Balance includes the following shares acquired through the automatic dividend reinvestment feature of Exelon plans: 142 shares on 3/10/2010; 162 shares on 6/10/2010; 154 shares on 9/10/2010; and 166 shares on 12/10/2010.

(5) Restricted stock units granted under the Issuer's Long Term Incentive Plan. Restricted stock units may be settled on a 1 for 1 basis in shares of Exelon common stock. 100% of the shares will vest on 08/01/2013.

(6) 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. Shares are acquired through regular periodic contributions, company matching contributions, and the automatic reinvestment of dividends.

(7) 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 anniversay of the grant date.

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