#### MEHRBERG RANDALL E

Form 4

January 25, 2006

# FORM 4

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

OMB 3235-0287 Number:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Director

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average burden hours per

10% Owner

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

EXELON CORP [EXC]

3. Date of Earliest Transaction

(Month/Day/Year)

Symbol

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(Middle)

MEHRBERG RANDALL E

		DEARBORN 7TH FLOOR	01/23/2006					Director 10% Owner				
(Street) 4. If Amendmen				ndment, Da	te Original			6. Individual or Joint/Group Filing(Check				
	CHICAGO,	IL 60603	nth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
	(City) (State) (Zip) 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)				
	Common Stock (Deferred Shares)	01/23/2006		M	24,145 (1) (2)	A	\$ 58.55	76,391 (3)	I	By Stock Deferral Plan		
	Common Stock (Deferred Shares)	01/23/2006		F	3,860 ( <u>4)</u>	D	\$ 58.55	72,531	I	By Stock Deferral Plan		
	Common Stock (Deferred Shares)	01/23/2006		D	8,480	D	\$ 58.55	64,052	I	By Stock Deferral Plan		

### Edgar Filing: MEHRBERG RANDALL E - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivating Security (Instr. 3)	ve	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	Securitie (A) or Di (D)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
					Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amor or Numb of Sh	
Perform Shares Stock U	-	(1)	01/23/2006		A	20,825		<u>(1)</u>	<u>(1)</u>	Common Stock	20,8	
Perform Shares Stock U	-	(1)	01/23/2006		M		24,145 (2)	<u>(1)</u>	<u>(1)</u>	Common Stock	24,1	
NQ Sto Option 01-23-	ıs	\$ 58.55	01/23/2006		A	35,000		<u>(6)</u>	<u>(6)</u>	Common Stock	35,0	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MEHRBERG RANDALL E 10 SOUTH DEARBORN STREET 37TH FLOOR CHICAGO, IL 60603

**Executive Vice President** 

### **Signatures**

Scott N. Peters, Esq. Attorney in Fact for Randall E.

Mehrberg

12/28/2005

\*\*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) 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

Reporting Owners 2

### Edgar Filing: MEHRBERG RANDALL E - Form 4

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) Balance includes 383 shares acquired on 12-10-05 through the automatic dividend reinvestment feature of Exelon plans.
- (4) Shares withheld by the Issuer for reporting person's tax obligation.
- (5) 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.
- 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.