

EXELON CORP
Form 4
August 16, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
YOUNG JOHN F

(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)
08/15/2006

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 VP and CFO

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 08/15/2006 | | M | | 13,500 (1) \$ 32.54 | 41,801 | D |
| Common Stock | 08/15/2006 | | S | | 100 (1) \$ 59.32 | 41,701 | D |
| Common Stock | 08/15/2006 | | S | | 300 \$ 59.31 | 41,401 | D |
| Common Stock | 08/15/2006 | | S | | 1,400 \$ 59.3 | 40,001 | D |
| Common Stock | 08/15/2006 | | S | | 1,200 \$ 59.29 | 38,801 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 08/15/2006 | S | 1,400 | D | \$ 59.28 | 37,401 | D |
| Common Stock | 08/15/2006 | S | 400 | D | \$ 59.27 | 37,001 | D |
| Common Stock | 08/15/2006 | S | 400 | D | \$ 59.26 | 36,601 | D |
| Common Stock | 08/15/2006 | S | 200 | D | \$ 59.25 | 36,401 | D |
| Common Stock | 08/15/2006 | S | 400 | D | \$ 59.24 | 36,001 | D |
| Common Stock | 08/15/2006 | S | 200 | D | \$ 59.23 | 35,801 | D |
| Common Stock | 08/15/2006 | S | 200 | D | \$ 59.22 | 35,601 | D |
| Common Stock | 08/15/2006 | S | 100 | D | \$ 59.21 | 35,501 | D |
| Common Stock | 08/15/2006 | S | 200 | D | \$ 59.2 | 35,301 | D |
| Common Stock | 08/15/2006 | S | 300 | D | \$ 59.19 | 35,001 | D |
| Common Stock | 08/15/2006 | S | 700 | D | \$ 59.18 | 34,301 | D |
| Common Stock | 08/15/2006 | S | 600 | D | \$ 59.17 | 33,701 | D |
| Common Stock | 08/15/2006 | S | 100 | D | \$ 59.16 | 33,601 | D |
| Common Stock | 08/15/2006 | S | 200 | D | \$ 59.15 | 33,401 | D |
| Common Stock | 08/15/2006 | S | 400 | D | \$ 59.13 | 33,001 | D |
| Common Stock | 08/15/2006 | S | 900 | D | \$ 59.12 | 32,101 | D |
| Common Stock | 08/15/2006 | S | 300 | D | \$ 59.11 | 31,801 | D |
| Common Stock | 08/15/2006 | S | 900 | D | \$ 59.1 | 30,901 | D |

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

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SEC 1474
(9-02)

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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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| NQ Stock Options 01/26/2004 | \$ 32.54 | 08/15/2006 | | M | 13,500 <u>(1)</u> | <u>(2)</u> <u>(2)</u> | Common Stock | 13,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| YOUNG JOHN F 10 SOUTH DEARBORN STREET 37TH FLOOR CHICAGO, IL 60603 | | | Executive VP and CFO | |

Signatures

Scott N. Peters, Esq. Attorney in Fact for John F. Young
 08/15/2006
 **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) Exercise and sale made pursuant to a rule 10b5-1 trading plan entered into on March 16, 2006. Shares were sold through small lots which are reported as individual sales on this form and on other Form 4's being filed simultaneously because the EDGAR system will only accept 30 transactions on a single form.
- (2) 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.