

EXELON CORP
Form 4
January 04, 2016

FORM 4

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

OMB APPROVAL

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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 *
ROGERS JOHN W JR

(Last) (First) (Middle)

10 SOUTH DEARBORN STREET, 54TH 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)
12/31/2015

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)

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) Code V Amount (D) Price			
Common Stock (Deferred Stock Units)	12/31/2015		A	944 A \$ 26.48	40,838 ⁽¹⁾	I	By Exelon Directors' Deferred Stock Unit Plan
Common Stock (Deferred Stock Units)					4,760 ⁽²⁾	I	By Unicom Directors' Stock Unit Plan
Common Stock					11,374	D	

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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 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
Deferred Compensation - Phantom Share Equivalents	(3)					(3) (3)	Common Stock	14,325

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS JOHN W JR 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603	X			

Signatures

Scott N. Peters, Esq., Attorney in Fact for John W. Rogers, Jr.

01/04/2016

**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 462 shares acquired on December 10, 2015 through automatic dividend reinvestment.

(2) Balance includes 55 shares acquired on December 10, 2015 through automatic dividend reinvestment.

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- Phantom share equivalents representing units held in the Exelon stock fund in a multi-fund, non-qualified deferred compensation plan. The Exelon stock fund is a unitized fund that consists of Exelon common stock and short term investments. Units of the fund will be settled upon the reporting person's separation from the board for any reason. Units will be settled in cash. Units are acquired through regular periodic contributions of deferred board compensation and the reinvestment of dividend equivalents. The balance of phantom share equivalents may fluctuate from time to time due to fluctuations in the fund composition.
- (3) Balance as of December 31, 2015. Balance includes 151 share equivalents accrued on November 10, 2015 through automatic dividend reinvestment.
- (4)

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. /s/ Adrian J. Maizey Name: Adrian J. Maizey Title: Chief Financial Officer03/14/2012**Signature of Reporting Person Date

ESL PARTNERS, L.P. By: RBS Partners, L.P., as its general partner By: ESL Investments, Inc., as its general partner By: /s/ Adrian J. Maizey Name: Adrian J. Maizey Title: Chief Financial Officer03/14/2012**Signature of Reporting Person Date

ESL INVESTORS, L.L.C. By: RBS Partners, L.P., as its manager By: ESL Investments, Inc., as its general partner By: /s/ Adrian J. Maizey Name: Adrian J. Maizey Title: Chief Financial Officer03/14/2012**Signature of Reporting Person Date

ESL INSTITUTIONAL PARTNERS, L.P. By: RBS Investment Management, L.L.C., as its general partner By: ESL Investments, Inc., as its manager By: /s/ Adrian J. Maizey Name: Adrian J. Maizey Title: Chief Financial Officer03/14/2012**Signature of Reporting Person Date

CRK PARTNERS, LLC By: ESL Investments, Inc., as its manager By: /s/ Adrian J. Maizey Name: Adrian J. Maizey Title: Chief Financial Officer03/14/2012**Signature of Reporting Person Date

RBS INVESTMENT MANAGEMENT, L.L.C. By: ESL Investments, Inc., as its manager By: /s/ Adrian J. Maizey Name: Adrian J. Maizey Title: Chief Financial Officer03/14/2012**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These securities are held by ESL Partners, L.P. ("Partners").
- (2) These securities are held in an account established by the investment member of ESL Investors, L.L.C. ("Investors").
- (3) These securities are held by ESL Institutional Partners, L.P. ("Institutional").
- (4) These securities are held by CRK Partners, LLC ("CRK").
- (5) These securities are held in a grantor retained annuity trust, of which Mr. Lampert is the trustee.
- (6) These securities are held by Mr. Lampert.

- (7) This Form 3 is filed on behalf of Mr. Lampert, ESL Investments, Inc. ("Investments"), RBS Partners, L.P. ("RBS"), RBS Investment Management, L.L.C. ("RBSIM"), Partners, Investors, Institutional and CRK. RBS is the general partner of Partners and the managing member of Investors. RBSIM is the general partner of Institutional. Investments is the general partner of RBS and the sole member of CRK and the manager of RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments.

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Remarks:

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act")

This amendment is being filed to add Institutional, RBSIM and CRK as Reporting Persons. The

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