EXELON CORP Form 4 October 02, 2006

FORM 4

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

Check this box subject to

if no longer 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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

(Last)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * **CLARK FRANK M**

> (First) (Middle)

2. Transaction Date 2A. Deemed

10 SOUTH DEARBORN STREET, 37TH FLOOR

CHICAGO, IL 60603

(Street)

(Month/Day/Year) 09/29/2006

Symbol

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

4. If Amendment, Date Original

Filed(Month/Day/Year)

(City) (State) (Zip)

(Month/Day/Year)

EXELON CORP [EXC]

3. Date of Earliest Transaction

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5) (Month/Day/Year)

(A)

Code V Amount (D) Price

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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 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and Amount of 8. Price of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Underlying Securities Derivative Security or Exercise Code of (Month/Day/Year) (Instr. 3 and 4) Security any

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman and CEO of ComEd

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Following

Reported

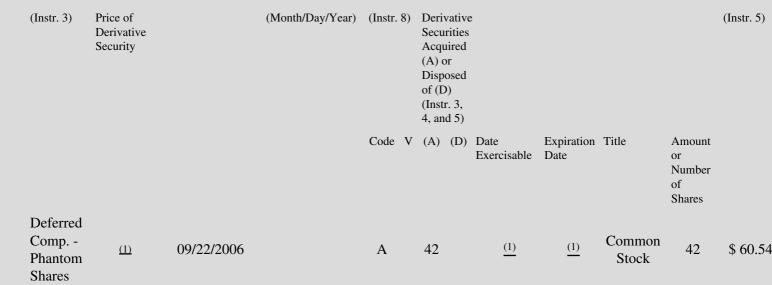
Transaction(s) (Instr. 3 and 4)

Director

Applicable Line)

X_ Officer (give title

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CLARK FRANK M 10 SOUTH DEARBORN STREET 37TH FLOOR CHICAGO, IL 60603

Chairman and CEO of ComEd

Signatures

Scott N. Peters, Esq., Attorney in Fact for Frank M. Clark

10/02/2006

**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).

Phantom shares held in a multi-fund deferred compensation plan to be settled for cash upon the reporting person's termination of (1) 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.

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.

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