

Crane Christopher M.  
Form 5  
January 29, 2019

**FORM 5**

**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

## OMB APPROVAL

OMB  
Number: 3235-0362  
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2005  
Estimated average  
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response... 1.0

1. Name and Address of Reporting Person \*  
Crane Christopher M.

(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. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2018

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)

President and CEO

6. Individual or Joint/Group Reporting

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | (A)<br>or<br>(D) | Price | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|------------------|-------|--|--|---|
| Common<br>Stock                       | Â                                       | Â   | Â                                       | Â  | Â                | Â     | 320,572  | D  | Â   |
| Common<br>Stock                       | Â                                       | Â   | Â                                       | Â  | Â                | Â     | 28,500   | I  | Held by<br>trust for<br>benefit of<br>daughter                    |
| Common<br>Stock                       | Â                                       | Â   | Â                                       | Â  | Â                | Â     | 28,500   | I  | Held by<br>trust for<br>benefit of                                |

son

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 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|---|---|---|---|---|--|---|
|   |   |   |   |   | (A) (D)   | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount of<br>Number of<br>Shares                           |
| Restricted<br>Stock Unit<br>Awards 2016             | \$ 0  | Â                                       | Â   | Â                                       | Â Â   | Â (1) Â (1)  | Common<br>Stock 45,382  |
| Restricted<br>Stock Unit<br>Awards 2017             | \$ 0  | Â                                       | Â   | Â                                       | Â Â   | Â (1) Â (1)  | Common<br>Stock 67,823  |
| Restricted<br>Stock Unit<br>Awards 2018             | \$ 0  | Â                                       | Â   | Â                                       | Â Â   | Â (1) Â (1)  | Common<br>Stock 89,849  |
| Deferred<br>Compensation<br>Equivalent<br>Shares    | \$ 0  | Â                                       | Â   | Â                                       | Â Â   | Â (5) Â (5)  | Common<br>Stock 6,571   |
| NQ Stock<br>Option (right<br>to buy)<br>04/02/2012  | \$ 39.21  | Â                                       | Â   | Â                                       | Â Â   | Â (7) Â (7)  | Common<br>Stock 285,000   |
| NQ Stock<br>Option (right<br>to buy)<br>01/24/2011  | \$ 43.4   | Â                                       | Â   | Â                                       | Â Â   | Â (7) Â (7)  | Common<br>Stock 94,000  |
| NQ Stock<br>Option (right<br>to buy)<br>01/25/2010  | \$ 46.09  | Â                                       | Â   | Â                                       | Â Â   | Â (7) Â (7)  | Common<br>Stock 53,000  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                       |                          |   |                          |
|---|-------------------------------------|--------------------------|---|--------------------------|
|   | Director                            | 10% Owner                | Officer   | Other                    |
| Crane Christopher M.<br>10 SOUTH DEARBORN STREET<br>54TH FLOOR<br>CHICAGO, IL 60603 | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> President and CEO | <input type="checkbox"/> |

## Signatures

Katherine A. Smith, Attorney-in-Fact for Christopher M. Crane

01/29/2019

\_\_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) Previously awarded restricted stock units (RSUs) granted pursuant to the Exelon Long Term Incentive Plan. RSUs are granted annually at the Compensation and Leadership Development committee's first meeting in January or February and vest in 1/3 increments on the date of the committee's first annual meeting in the first, second and third years after the award was granted. Award balances accrue additional RSUs through quarterly dividend reinvestment that vest on the same schedule as the underlying award.

(2) Balance includes 1,463 shares acquired through quarterly dividend reinvestment during 2018.

(3) Balance includes 2,186 shares acquired through quarterly dividend reinvestment during 2018.

(4) Balance includes 2,896 shares acquired through quarterly dividend reinvestment during 2018.

(5) 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 company for any reason. Units will be settled in cash. Units are acquired through regular periodic contributions, company matching contributions and the reinvestment of dividend equivalents. The balance of phantom share equivalents may fluctuate due to periodic changes in the fund composition.

(6) Balance includes 213 share equivalents accrued through quarterly dividend reinvestment during 2018.

(7) Non qualified employee stock options, awarded pursuant to the Exelon Long Term Incentive Plan. Options are fully vested and expire on the tenth anniversary of the grant date referenced in Column 1.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.