

GIN SUE L
Form 4
April 01, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GIN SUE L

2. Issuer Name and Ticker or Trading Symbol
EXELON CORP [EXC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10 SOUTH DEARBORN STREET, 54TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/28/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

CHICAGO, IL 60603

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 (A) or (D) Price			
Common Stock (Deferred Stock Units)	03/31/2013		A	778 A \$ 32.13	13,294 ⁽¹⁾	I	By Exelon Directors' Deferred Stock Unit Plan
Common Stock					54,716 ⁽²⁾	D	

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

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number.

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 (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)	Amount or Number of Shares
Deferred Compensation - Phantom Shares	(3)	03/28/2013		A	1,066	(3) (3)	Common Stock	1,066

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIN SUE L 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603	X			

Signatures

Scott N. Peters, Esq., Attorney in Fact for Sue
L. Gin 04/01/2013

__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 201 shares acquired on March 8, 2013 through automatic dividend reinvestment.
- (2) Balance includes 879 shares acquired on March 8, 2013 through automatic dividend reinvestment.
- (3) Phantom shares held in a multi-fund deferred compensation account to be settled for cash on a 1:1 basis upon the reporting person's termination of employment for any reason. Shares are acquired through regular periodic contributions and the reinvestment of dividend equivalents.
- (4) Balance includes 267 shares acquired on March 8, 2013 through automatic dividend reinvestment.

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. pt .7pt 0pt 0pt; width:9.22%;">

437,636

(including accrued interest) - \$491,982

3,702,600

Reverse Repurchase Agreement with Credit Suisse First Boston, dated 2/5/07

bearing 5.250% to be repurchased at \$3,722,039 on 3/13/07, collateralized by:

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\$3,000,000 Federative Republic of Brazil, 11.000% due 8/17/40; Market

3,702,600

value (including accrued interest) - \$4,018,939.

1,580,304

Reverse Repurchase Agreement with Credit Suisse First Boston, dated 2/13/07

bearing 0.750% to be repurchased at \$1,581,654 on 3/26/07, collateralized by:

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\$1,353,000 Bolivarian Republic of Venezuela, 9.375% due 1/13/34; Market

1,580,304

value (including accrued interest) - \$1,775,369.

4,440,200

Reverse Repurchase Agreement with Deutsche Bank Securities Inc., dated 2/13/07

bearing 2.500% to be repurchased at \$4,450,684 on 3/19/07, collateralized by:

Explanation of Responses:

\$3,200,000 Republic of Turkey, 11.875% due 1/15/30; Market value

4,440,200

(including accrued interest) - \$4,935,238.

Total Reverse Repurchase Agreements

(Proceeds - \$10,160,740)

\$

10,160,740

8

ITEM 2. CONTROLS AND PROCEDURES.

(a) The registrant's principal executive officer and principal financial officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the 1940 Act)) are effective as of a date within 90 days of the filing date of this report that includes the disclosure required by this paragraph, based on their evaluation of the disclosure controls and procedures required by Rule 30a-3(b) under the 1940 Act and 15d-15(b) under the Securities Exchange Act of 1934.

(b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) that occurred during the registrant's last fiscal quarter that have materially affected, or are likely to materially affect the registrant's internal control over financial reporting.

ITEM 3. EXHIBITS.

Certifications pursuant to Rule 30a-2(a) under the Investment Company Act of 1940, as amended, are attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Western Asset Emerging Market Income Fund II Inc.

By /s/ R. Jay Gerken
R. Jay Gerken
Chief Executive Officer

Date: April 26, 2007
