Good Andrew L Form 4 March 14, 2012

## FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person **Good Andrew L	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	CONSTELLATION ENERGY GROUP INC [CEG]	(Check all applicable)		
(Last) (First) (Middle) 100 CONSTELLATION WAY	3. Date of Earliest Transaction (Month/Day/Year) 03/12/2012	Director 10% OwnerX_ Officer (give title Other (specification) below)  Senior Vice President		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
BALTIMORE, MD 21202		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Secu	rities	Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities A or Disposed of (Instr. 3, 4 and	(D)	d (A)	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)
Common Stock	03/12/2012		D	18,584.851	D	<u>(1)</u>	0	D	
Common Stock	03/12/2012		D	913.8128	D	<u>(1)</u>	0	I	By 401 (k)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock options (right to buy) (2)	\$ 39.05	03/12/2012		D	18,630	(3)	01/12/2014	Common Stock	18,630
Stock options (right to buy) (2)	\$ 39.63	03/12/2012		D	19,050	<u>(4)</u>	02/26/2014	Common Stock	19,050
Stock options (right to buy) (2)	\$ 50.96	03/12/2012		D	18,350	<u>(5)</u>	02/24/2015	Common Stock	18,350
Stock options (right to buy) (2)	\$ 58	03/12/2012		D	13,110	<u>(6)</u>	08/25/2015	Common Stock	13,110
Stock options (right to buy) (2)	\$ 75.85	03/12/2012		D	21,980	<u>(7)</u>	02/22/2017	Common Stock	21,980
Stock options (right to buy) (2)	\$ 93.97	03/12/2012		D	18,660	(8)	02/21/2018	Common Stock	18,660
Stock options (right to buy) (2)	\$ 19.76	03/12/2012		D	37,860	<u>(9)</u>	02/27/2019	Common Stock	37,860
Stock options (right to buy) (2)	\$ 35.07	03/12/2012		D	31,090	(10)	02/26/2020	Common Stock	31,090
• • • • • • • • • • • • • • • • • • •	\$ 30.18	03/12/2012		D	67,440	(11)	02/25/2021		67,440

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Stock options (right to buy) (2)								Common Stock	
Stock options (right to buy) (2)	\$ 36.49	03/12/2012	D	94,5	590 <u>(</u>	(12)	02/24/2022	Common Stock	94,590

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
.1	Director	10% Owner	Officer	Other			
Good Andrew L			Senior				
100 CONSTELLATION WAY			Vice				
BALTIMORE, MD 21202			President				

## **Signatures**

Sean J. Klein, Attorney-In-Fact

03/14/2012

\*\*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).
- Disposition of common stock pursuant to Agreement and Plan of Merger (the "Merger") between Exelon Corporation ("Exelon"), Bolt Acquisition Corporation, and Constellation Energy Group, Inc. ("Constellation"), whereby each share of Constellation common stock, **(1)** without par value, converted into the right to receive 0.9300 shares of Exelon common stock, without par value, having a closing market value of \$39.81 per share on the effective date of the Merger and a cash payment being made for any fractional shares.
- **(2)** These are employee stock options.
- Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon **(3)** common stock, without par value, at an exercise price of \$41.99 per share.
- Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon **(4)** common stock, without par value, at an exercise price of \$42.62 per share.
- Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon **(5)** common stock, without par value, at an exercise price of \$54.80 per share.
- Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon **(6)** common stock, without par value, at an exercise price of \$62.37 per share.
- Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon **(7)** common stock, without par value, at an exercise price of \$81.56 per share.
- Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon **(8)** common stock, without par value, at an exercise price of \$101.05 per share.
- Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon **(9)** common stock, without par value, at an exercise price of \$21.25 per share.
- Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon (10)common stock, without par value, at an exercise price of \$37.71 per share.

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- (11) Pursuant to the Merger, each Constellation stock option vested and converted into an option to purchase 0.9300 shares of Exelon common stock, without par value, at an exercise price of \$32.46 per share.
- Pursuant to the Merger, each Constellation stock option converted into an option to purchase 0.9300 shares of Exelon common stock, without par value, at an exercise price of \$39.24 per share. These stock options were granted on 2/24/12 and will vest on 2/24/13, 2/24/14, and 2/24/15.

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.