

PEPCO HOLDINGS INC

Form 4

February 03, 2003

<p>FORM 4</p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p>		<p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>		<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287</p> <p>Expires: January 31, 2005</p> <p>Estimated average burden hours per response . . . 0.5</p> <hr/>	
1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer	
Derrick, John M., Jr.		Pepco Holdings, Inc. (POM)		<input type="checkbox"/> all applicable) (Check <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)	
(Last)	(First)	3. IRS Identification Number	4. Statement for	<input checked="" type="checkbox"/>	<input type="checkbox"/>
		Number of Reporting Person, if an entity	Month/Day/Year		
		Pepco Holdings, Inc.	February 3, 2003		
		701 Ninth Street, NW	(voluntary)		Chairman of the Board and CEO
			5. If Amendment,		
	(Street)		Date of Original	7. Individual or Joint/Group Filing (Check Applicable Line)	
			(Month/Day/Year)	<input checked="" type="checkbox"/>	Form filed by One Reporting Person
				<input type="checkbox"/>	Form filed by More than One Reporting Person
	Washington, DC 20068				

(City) (State)		Table I - Non-Debt 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 Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form of Direct or Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	2/03/02		F		3,775	D	\$18.60		
Common Stock	2/01/03		A		10,080	A	\$18.60	8,324	D
Common Stock								35,312	I (L)

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Persons who respond to the collection of information contained

(Over)

in this form are not required to respond unless the form displays SEC 1474 (9-02) a currently valid OMB control number

FORM 4 (continued)  
of, or Beneficially Owned

Table II - Derivative Securities Acquired, Disposed  
(e.g., puts, calls, warrants, options,

convertible securities)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
												468,085

Explanation of Responses:

(1) Shares owned by spouse.

\*\* Intentional misstatements or omissions of facts constitute Federal Crime Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

John M. Derrick, Jr. by Ellen Sheriff  
Rogers, Attorney-in-Fact

2/03/03

Date

\*\*Signature of Reporting Person

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.

Page 2