

									3,263.6
									111.9

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).

FORM 5(continued)
of, or Beneficially Owned
convertible securities)

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

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	
						Date Exercisable	Expiration Date
					(A)	(D)	
Stock Options (right to buy)	\$24.40	8/1/02		A	12,179	1/2/04-50%	1/2/10

Explanation of Responses:

(1) Acquired pursuant to the Agreement and Plan of Merger, dated February 9, 2001, among Pepco Holdings, Inc. ("PHI"), Potomac Electric Power Company ("Pepco") and Conectiv (the "Merger") in which 600 shares of Performance Accelerated Restricted Stock (PARS) were exchanged for 769 PARS and 150 record held shares were exchanged for 192 shares, having an aggregate market value of \$19,316.10 at the time of the Merger.

(2) Acquired pursuant to the Merger, in which 9,500 options granted under the Conectiv Incentive Compensation Plan, in accordance with the terms of the options, were exchanged on a one for 1.28205 basis for options to purchase shares of PHI common stock at the same exercise price per share.

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

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

James P. Lavin by Ellen Sheriff Rogers,
Attorney-in-Fact

**Signature of Reporting Person

2/21/03

Date

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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