

PEPCO HOLDINGS INC
 Form 4
 July 02, 2013

FORM 4

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

OMB APPROVAL

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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 *
 SCHNEIDER PAULINE A

(Last) (First) (Middle)

BALLARD SPAHR LLP, 1909 K STREET, NW, 12TH FLOOR

(Street)

WASHINGTON, DC 20006-1157

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 PEPCO HOLDINGS INC [POM]

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/01/2013

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)

6. Individual or Joint/Group Filing(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 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 Ownership (Instr. 4)
Common Stock				(A) or (D) Code V Amount (D) Price	15,657.4168 (1)	D	

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

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 (9-02)

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

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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)	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
Phantom Stock	(2) (3)	07/01/2013		A	310.9453	(4)	(4)	Common Stock	310.9453

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHNEIDER PAULINE A BALLARD SPAHR LLP 1909 K STREET, NW, 12TH FLOOR WASHINGTON, DC 20006-1157		X		

Signatures

Pauline A. Schneider by Jane K. Storero,
Attorney-in-Fact 07/02/2013

**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) Includes 6,660.5678 restricted stock units (RSUs) awarded under the 2012 Long-Term Incentive Plan which may be settled solely by delivery of one share of PHI common stock per RSU (and may not be settled in cash). The award vests on the first to occur of one year after the date of grant and the next annual meeting of stockholders, subject to further possible deferral of settlement at the election of the reporting person. When a dividend is paid on the PHI common stock, the RSU balance will be credited with additional RSUs equal to the per share amount of the dividend multiplied by the number of RSUs divided by the market price of the common stock on the trading day immediately prior to the dividend payment date. Dividend credits will vest only to the extent the related RSUs vest.
 - (2) When a dividend is paid on the PHI Common Stock, the Phantom Stock equivalent balance is credited with additional phantom stock based on the number of shares that could be purchased with the cash amount of the dividend at the then current market price.
 - (3) Acquired in consideration for services as a director with the number of shares calculated by dividing the amount of the retainer payable by the market price of the Pepco Holdings, Inc. (PHI) shares at the close of business two business days before the meeting payment date.
 - (4) Phantom stock on a date specified or to be specified by the participant is settled in cash in an amount equal to the market price of the PHI common stock on the settlement 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.