

PEPCO HOLDINGS LLC
 Form 4
 March 24, 2016

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 *
RIGBY JOSEPH M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O PEPCO HOLDINGS, INC., 701
 - 9TH STREET, NW**
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/23/2016

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
CHAIRMAN, PRESIDENT AND CEO

WASHINGTON, DC 20068

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ | 03/23/2016 | | D | V | \$ 854,569.949 | D | |
| Common Stock ⁽¹⁾ | 03/23/2016 | | D | | \$ 12,918.939 | D | 401(k) Plan |

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

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SEC 1474 (9-02)

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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 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 of Number of Shares |
| Phantom Stock Units - MSPP | (2) | 03/23/2016 | | D | 4,337.7433 | (3) (2) | Common Stock 4,337.7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RIGBY JOSEPH M C/O PEPCO HOLDINGS, INC. 701 - 9TH STREET, NW WASHINGTON, DC 20068 | | | CHAIRMAN, PRESIDENT AND CEO | |

Signatures

/s/ Jane K. Storero,
Attorney-in-Fact
03/24/2016

**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).
- In connection with the consummation of the merger (the Merger) of a wholly owned subsidiary of Exelon Corporation with and into
- (1) Pepco Holdings, Inc. (PHI) on March 23, 2016, each share of PHI common stock was canceled and converted into the right to receive \$27.25 in cash, without interest.
 - (2) In connection with the Merger, each Phantom Stock Unit was converted into the right to receive \$27.25 per unit in cash, subject to the terms and conditions of that certain Amended and Restated Agreement and Plan of Merger, dated July 18, 2014.
 - (3) All Phantom Stock Units vested as of January 2, 2005.

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.