

PEPCO HOLDINGS INC

Form 4

February 03, 2003

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

								Person	
(City)	(State)	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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Price or Value (Instr. 3, 4 and 5)	7. Form of Ownership (Instr. 3, 4 and 5)	8. Direct or Indirect Ownership (Instr. 3, 4 and 5)	9. Signature (Instr. 3, 4 and 5)
Common Stock	2/03/03		F		445	D	\$18.60		
Common Stock	2/03/03		A		864	A	\$18.60	6,367	D

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)

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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		
											84,234

Explanation of Responses:

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

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

Andrew W. Williams 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.

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