

PERRY BEVERLY L
Form 4
February 03, 2003

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|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 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 | |
| Perry, Beverly L. | | Pepco Holdings, Inc. (POM) | | (Check all applicable) | |
| | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| (Last) | (First) | 3. IRS Identification Number | 4. Statement for | <input checked="" type="checkbox"/> | |
| | | | | | |
| | | Number of Reporting Person, if an entity | Month/Day/Year | | |
| Pepco Holdings, Inc. | | | February 3, 2003 | | |
| 701 Ninth Street, NW | | (voluntary) | | | Senior Vice President |
| | | | 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-Debt 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 | 7. Direct Ownership (Instr. 4) | 8. Indirect Ownership (Instr. 4) | 9. Nature of Ownership (Instr. 4) |
| | | | Code V | Amount | (A) or (D) | Price | | | |
| Common Stock | 2/03/03 | | F | 237 | D | \$18.60 | | | |
| Common Stock | 2/03/03 | | A | 432 | A | \$18.60 | 1,887 | | D |
| | | | | | | | | | |
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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

convertible securities)

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

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| 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 | | |
| | | | | | | | | | | | 15,300 |
| | | | | | | | | | | | |
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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).

Beverly L. Perry by Ellen Sheriff
Rogers, Attorney-in-Fact

**Signature of Reporting Person

2/03/03

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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