

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	
Derrick, John M., Jr.		Pepco Holdings, Inc. (POM)		(Check all applicable)	
				<input checked="" type="checkbox"/>	Director
(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)				Chairman of the Board and CEO
		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 or Value (Instr. 3, 4 and 5)	7. Direct Ownership (Instr. 4)	8. Indirect Ownership (Instr. 4)	9. Nature of Indirect Ownership (Instr. 4)	10. Other	11. Other
			Code V	Amount	(A) or (D)	Price					
Common Stock	2/03/02		F	3,775	D	\$18.60					
Common Stock	2/01/03		A	10,080	A	\$18.60	28,324		D		
Common Stock							35,312		I (1)		

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

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		
											468,085

Explanation of Responses:

(1) Shares owned by spouse.

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

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

John M. Derrick, Jr. 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.

Page 2