

PEPCO HOLDINGS INC  
Form 5  
February 21, 2003

<b>FORM 5</b>  <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  <input type="checkbox"/> Form 3 Holdings Reported  <input type="checkbox"/> Form 4 Transactions Reported		<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>  Washington, D.C. 20549  <b>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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					
1. Name and Address of Reporting Person*  Graham, Barbara S.		2. Issuer Name <b>and</b> Ticker or Trading Symbol  Pepco Holdings, Inc. (POM)			6. Relationship of Reporting Person to Issuer  (Check all appropriate boxes)  <input type="checkbox"/> Director <input type="checkbox"/> Owner <input checked="" type="checkbox"/> Officer (give title below)  <input type="checkbox"/> Senior Vice President		
(Last)	(First)	3. IRS Identification Number of Reporting Person, if an entity (voluntary)  (Middle)		4. Statement for Month/Year  Year Ended 12/31/02		7. Individual or Joint/Group Filing <input checked="" type="checkbox"/> Form filed by One Person <input type="checkbox"/> Form filed by Multiple Persons	
Pepco Holdings, Inc. 701 Ninth Street, NW		5. If Amendment, Date of Original (Month/Day/Year)  02/14/03		8. Date of Transaction (Month/Day/Year)		9. Amount (A) or Price (D)	
(Street)							
Washington, DC 20068							
(City)	(State)	10. Title of Security (Instr. 3)					
1. Title of Security (Instr. 3)		2. Transaction Date Date of Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8) 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)	
Common Stock		8/1/02		J		2,179      A      (1)	
Common Stock		8/2/02		A		5,817      A      \$19.735      7,996	

							69.3	

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).

FORM 5(continued)

of, or Beneficially Owned

Table II - Derivative Securities Acquired, Disposed

(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)	
					(A)	(D)	Date Exercisable	
							(A)	(D)
Stock Options (right to buy)	\$24.40	8/1/02		A	36,538		1/2/04-50% 1/2/05-50%	1/2/05-50%


Explanation of Responses:

(1) Acquired pursuant to the Agreement and Plan of Merger, dated February 9, 2001, among Pepco Holdings, Inc. ("PHI"), Potomac Electric Power Company ("Pepco") and Conectiv (the "Merger") in which 1,700 shares of Performance Accelerated Restricted Stock (PARS) were exchanged for 2,179 PARS, having an aggregate market value of \$43,798 at the time of the Merger.

(2) Acquired pursuant to the Merger, in which 28,500 options granted under the Conectiv Incentive Compensation Plan, that in accordance with the terms of the options, were exchanged on a one for 1.28205 basis for options to purchase shares of PHI common stock at the same exercise price per share.

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

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

Barbara S. Graham by Ellen Sheriff Rogers,  
Attorney-in-Fact

2/21/03

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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