

PEPCO HOLDINGS INC  
Form 5  
February 21, 2003

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                     |                                                                                                                                                                                                                                                                                                                                                               |                                |                                                                   |                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                              |        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|
| <b>FORM 5</b><br><br><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).<br><br><input type="checkbox"/> Form 3 Holdings Reported<br><br><input type="checkbox"/> Form 4 Transactions Reported                                                                                                                                                                                                                                                                                                                                              |                     | <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br><br>Washington, D.C. 20549<br><br><b>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b><br><br>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*<br><br>Wraase, Dennis R.<br><br><div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> </div> <div style="border: 1px solid black; padding: 5px; margin-top: 5px;">         Pepco Holdings, Inc.<br/>         701 Ninth Street, NW       </div> <div style="text-align: center; margin-top: 5px;">(Street)</div> <div style="border: 1px solid black; padding: 5px; margin-top: 5px;">         Washington, DC 2068       </div> <div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> </div> |                     | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><br>Pepco Holdings, Inc. (POM)                                                                                                                                                                                                                                                                          |                                |                                                                   | 6. Relationship of Reporting Person<br><br><div style="text-align: right;"> <input type="checkbox"/> Director<br/> <input type="checkbox"/> Owner<br/> <input checked="" type="checkbox"/> Officer (give title below)         </div> <div style="text-align: right; margin-top: 20px;"> <u>President and Chief Financial</u><br/> <u>Officer</u> </div> |                                                                                                                                                              |        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                     | 3. IRS Identification Number of Reporting Person, if an entity (voluntary)<br><br>(Middle)                                                                                                                                                                                                                                                                    |                                | 4. Statement for Month/Year<br><br>Year Ended 12/31/02            |                                                                                                                                                                                                                                                                                                                                                         | 7. Individual or Joint/Group Form<br><input checked="" type="checkbox"/> Form filed by One Person<br><input type="checkbox"/> Form filed by Multiple Persons |        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                     |                                                                                                                                                                                                                                                                                                                                                               |                                | 5. If Amendment, Date of Original (Month/Day/Year)                |                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                              |        |
| <b>Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                     |                                                                                                                                                                                                                                                                                                                                                               |                                |                                                                   |                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                              |        |
| 1. Title of Security (Instr. 3)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 2. Transaction Date | 3. Transaction Date, if any (Month/Day/Year)                                                                                                                                                                                                                                                                                                                  | 4. Transaction Code (Instr. 8) | 5. 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)                                                                |        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                     |                                                                                                                                                                                                                                                                                                                                                               |                                | Amount (A) or (D) Price                                           |                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                              |        |
| Common Stock                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 8/2/02              |                                                                                                                                                                                                                                                                                                                                                               | A                              | 10,434                                                            | A                                                                                                                                                                                                                                                                                                                                                       | \$19.735                                                                                                                                                     | 45,533 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                     |                                                                                                                                                                                                                                                                                                                                                               |                                |                                                                   |                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                              |        |

convertible securities)

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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).

Dennis R. Wraase by Ellen Sheriff Rogers.  
Attorney-in-Fact

\*\*Signature of Reporting Person

2/21/03

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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