

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*  Derrick, John M. Jr.  <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.          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 20068       </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  Pepco Holdings, Inc. (POM)			6. Relationship of Reporting Person  <div style="text-align: right;"> <input checked="" type="checkbox"/> Director  <input type="checkbox"/> Owner  <input checked="" type="checkbox"/> Officer (give title below)  <input type="checkbox"/> Chairman of the Board  <input type="checkbox"/> Officer         </div>								
3. IRS Identification Number of Reporting Person, if an entity (voluntary)  (Middle)		4. Statement for Month/Year  Year Ended 12/31/02		5. If Amendment, Date of Original (Month/Day/Year)									
7. Individual or Joint/Group Form <input checked="" type="checkbox"/> Form filed by One <input type="checkbox"/> Form filed by Multiple													
1. Title of Security (Instr. 3)		2. Transaction Date Date of 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)  <div style="display: flex; justify-content: space-between;"> <span>Amount (D)</span> <span>(A) or Price</span> </div>		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)					
Common Stock		8/2/02		A		27,654		A		\$19.735		54,617	
												36,815	

convertible securities)

[illegible]


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).

John M. Derrick, Jr. 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.

Page 2