## PEPCO HOLDINGS INC

Form 5

February 21, 2003

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FORM 5	UNITED STATES SECURITIES AND EXCHANGE COMMISSION							
<ul> <li>Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</li> <li>Form 3 Holdings Reported</li> <li>Form 4 Transactions Reported</li> </ul>	Washington, D.C. 20549  ANNUAL 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							
Name and Address of Reporting Person*  Derrick, John M. Jr.	2. Issuer Name <b>and</b> Ticker or Tr	6. Relationship of Reporti						
(Last) (First)	Number of Reporting Person, if an entity	Statement for Month/Year ar Ended 12/31/02		$\frac{X}{x}$ Director wner $\frac{X}{x}$ Officer (girllow)				
Pepco Holdings, Inc. 701 Ninth Street, NW	5.	If Amendment, Date of Original (Month/Day/Year)	Chairman of the E					
(Street)  Washington, DC 20068			7. Individu X —	al or Joint/Group F Form filed by One Form filed by Mo				
(City) (Stat	e) Ta <b>(Ziępl)</b> - Non-D	Derivative Securities A	cquired, Dis	sposed of, or Benef				
	Tate Execution Date, if any (Month/Many/M/An)/Year)  Coce (Instr. 8)	Amount (A) or	(A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)				
Common Stock 8	12/02 A	27,654 A	\$19.735	54,617				
				36,815				

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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).

FORM 5(continued) of, or Beneficially Owned

Table II - Derivative Securities Acquired, Disposed

(e.g., puts, calls, warrants, options,

convertible securities)

1. Title of	2. Conversion	3. Transaction Date	3A. Deemed	4.	Transaction	5.	Num	6er Dat	7. Titl	8. Price
Derivative	or		Execution Date,		Code	of		Exerci	<b>saubdl</b> e	Deri
Security	Exercise	(Month/Day/Year)	If Any		(Instr. 8)		Deri	<b>vantid</b> ve	Amou	nt Secu
(Instr. 3)	Price							riti <b>E</b> sxp	<b>ca</b> ttion	(Inst
	of		(Month/Day/Year)				Acqu	Dade		derlying
	Derivative						) or	-		i <b>∉</b> ¥ear)
	Security						Dispo	sed	(In	tr.
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							(Instr		4)	
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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).

John M. Derrick, Jr. by Ellen Sheriff Rogers, 2/21/03 Attorney-in-Fact

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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