PEPCO HOLDINGS INC

Form 5

February 21, 2003

FORM 5	UNITED STATES SECURITIES AND EXCHANGE COMMISSION									
 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). 		/ashington, D.C. 20549 NNUAL STATEMENT O	F CH	IANGES IN	I BENEFIC	IAL OWN	ERSHIP			
Form 3 Holdings ReportedForm 4 Transactions Reported	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*		2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting (Check all ag				
Torgerson, William T.		Pepco Holdings, Inc. (POM)				Discourse				
(Last) (First	t)	3. IRS Identif(Mitable) Number of Reporting Person, if an entity	4	Month/Y	ear		Director wner X Officer (g low)			
Pepco Holdings, Inc. 701 Ninth Street, NW		(voluntary)		. If Amen Date of ((Month/I	dment,	Executive Vice F Counsel				
(Street) Washington, DC 20068						7. Individu <u>X</u> —	ral or Joint/Group Form filed by One Form filed by Mo			
(City) (Sta	ite)	Ta(zlė pl) -	Securities A	Acquired, Disposed of, or Bene						
-	Date	ranAactDovermed 3. Tr Execution Date, if any Month(MaynHAan)y/Year)	Coc	Amount (A) or (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	8/2/()2	A	7,164	A	\$19.735	29,858			

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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. T	itl 8	. Price
Derivative	or		Execution Date,		Code	of		Exerci	saubdl e		Deri
Security	Exercise	(Month/Day/Year)	If Any		(Instr. 8)				Amo		
(Instr. 3)	Price							riti E sxp			(Inst
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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).

William T. Torgerson 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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