

PEPCO HOLDINGS INC

Form 4

May 17, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SHAW THOMAS S**

(Last) (First) (Middle)

**C/O CONECTIV, 800 KING ST PO  
BOX 231**

(Street)

**WILMINGTON, DE 19899**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**PEPCO HOLDINGS INC [POM]**

3. Date of Earliest Transaction  
(Month/Day/Year)

**05/16/2007**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Exec. VP & COO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 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)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock								1,754	I	By 401-k plan
Common Stock	05/16/2007		M		68,333	A	\$ 19.03	138,103	D	
Common Stock	05/16/2007		S		1,333	D	\$ 29.76	136,770	D	
Common Stock	05/16/2007		S		1,100	D	\$ 29.86	135,670	D	
Common Stock	05/16/2007		S		200	D	\$ 29.87	135,470	D	

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Common Stock	05/16/2007	S	500	D	\$ 29.88	134,970	D
Common Stock	05/16/2007	S	1,500	D	\$ 29.89	133,470	D
Common Stock	05/16/2007	S	1,400	D	\$ 29.9	132,070	D
Common Stock	05/16/2007	S	1,200	D	\$ 29.91	130,870	D
Common Stock	05/16/2007	S	1,500	D	\$ 29.92	129,370	D
Common Stock	05/16/2007	S	2,100	D	\$ 29.93	127,270	D
Common Stock	05/16/2007	S	2,600	D	\$ 29.94	124,670	D
Common Stock	05/16/2007	S	1,500	D	\$ 29.95	123,170	D
Common Stock	05/16/2007	S	1,700	D	\$ 29.96	121,470	D
Common Stock	05/16/2007	S	4,900	D	\$ 29.97	116,570	D
Common Stock	05/16/2007	S	4,100	D	\$ 29.98	112,470	D
Common Stock	05/16/2007	S	8,200	D	\$ 29.99	104,270	D
Common Stock	05/16/2007	S	9,200	D	\$ 30	95,070	D
Common Stock	05/16/2007	S	6,600	D	\$ 30.01	88,470	D
Common Stock	05/16/2007	S	3,300	D	\$ 30.02	85,170	D
Common Stock	05/16/2007	S	7,600	D	\$ 30.03	77,570	D
Common Stock	05/16/2007	S	5,400	D	\$ 30.04	72,170	D
Common Stock	05/16/2007	S	1,800	D	\$ 30.05	70,370	D
Common Stock	05/16/2007	S	600	D	\$ 30.06	69,770	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not**

SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(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)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 19.03	05/16/2007		M	34,167	01/02/2004 01/02/2012	Common Stock 34,167
Stock Options	\$ 19.03	05/16/2007		M	34,166	01/02/2005 01/02/2012	Common Stock 34,166

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAW THOMAS S C/O CONECTIV 800 KING ST PO BOX 231 WILMINGTON, DE 19899			Exec. VP & COO	

## Signatures

T. S. Shaw by Ellen Sheriff Rogers,  
Attorney-in-Fact

05/17/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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