

SCHNEIDER PAULINE A

Form 4

May 21, 2013

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCHNEIDER PAULINE A

(Last) (First) (Middle)

ORRICK HERRINGTON &  
SUTCLIFFE LLP, COLUMBIA  
CENTER, 1152 - 15TH STREET,  
NW

(Street)

WASHINGTON, DC 20005-1706

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

PEPCO HOLDINGS INC [POM]

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

05/17/2013

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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)
Common Stock	05/17/2013		A	2,958.5799 (1)	A \$ 0 (1)	15,657.4168 (2)	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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHNEIDER PAULINE A ORRICK HERRINGTON & SUTCLIFFE LLP COLUMBIA CENTER, 1152 - 15TH STREET, NW WASHINGTON, DC 20005-1706		X		

## Signatures

Pauline A. Schneider by Jane K. Storero,  
Attorney-in-Fact

05/21/2013

\_\_\_\_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).

(1) Represents a director award of 2,958.5799 restricted stock units (RSUs) granted on May 17, 2013 under the Pepco Holdings, Inc. (PHI) 2012 Long-Term Incentive Plan, which may be settled solely by delivery of one share of PHI common stock per RSU (and may not be settled in cash). The award is to vest on the first to occur of one year after the date of grant and the next annual meeting of stockholders, subject to (i) any deferral of settlement at the election of the reporting person and (ii) potential acceleration of vesting or forfeiture of the award in accordance with the terms of the applicable director award agreement. When a dividend is paid on the PHI common stock, the RSU balance will be credited with additional RSUs equal to the per share amount of the dividend multiplied by the number of RSUs divided by the market price of the common stock on the trading day immediately prior to the dividend payment date. Dividend credits will vest only to the extent the related RSUs vest.

(2) Includes the director award described in Footnote 1 above, as well as a director award of 3,504.9879 RSUs granted on May 18, 2012, under the 2012 Long-Term Incentive Plan under substantially similar terms, the settlement of which has been deferred by the reporting person until the January 31 after the year in which the reporting person ceases to be a director of PHI.

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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