

PEPCO HOLDINGS INC

Form 4

January 05, 2015

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 *
RIGBY JOSEPH M

(Last) (First) (Middle)

**C/O PEPCO HOLDINGS, INC., 701
- 9TH STREET, NW**

(Street)

WASHINGTON, DC 20068

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CHAIRMAN, PRESIDENT AND CEO

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)
Common Stock	12/31/2014		A	132,101	A <u>(1)</u>	607,534.8808	D
Common Stock	12/31/2014		A	<u>37,578</u> (2)	A \$ 0 <u>(2)</u>	645,121.8808	D
Common Stock	12/31/2014		F	110,181	D \$ 27.01	534,940.8808	D
Common Stock	01/04/2015		M	73,891	A <u>(3)</u>	608,831.8808 (4)	D
Common Stock						11,555.651	I

By
401(k)
plan

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

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(9-02)

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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	01/04/2015		M	73,891	(5)	(5)	Common Stock
								73,891

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RIGBY JOSEPH M C/O PEPCO HOLDINGS, INC. 701 - 9TH STREET, NW WASHINGTON, DC 20068	CHAIRMAN, PRESIDENT AND CEO

Signatures

/s/ Jeffrey M. Taylor,
Attorney-in-Fact

01/05/2015

**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).

- Represents shares vested, including dividend equivalents, pursuant to a performance-based award of restricted stock units (RSUs) granted in January 2012 under the Pepco Holdings, Inc. (PHI) Long-Term Incentive Plan. This award vested on December 31, 2014. RSUs are settled solely by delivery of one share of PHI common stock per RSU (and may not be settled in cash).
- Represents an award of performance-based restricted stock issued under the PHI 2012 Long-Term Incentive Plan, which restricted stock may not be sold, assigned, transferred, pledged, hypothecated or otherwise disposed of except in accordance with the award agreement.
- Represents RSUs, including vested dividend equivalents, awarded under the PHI Long-Term Incentive Plan. This award vested in full on January 4, 2015. RSUs are settled solely by delivery of one share of PHI common stock per RSU (and may not be settled in cash).

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- Includes 198,140 RSUs awarded under the PHI 2012 Long-Term Incentive Plan (or its predecessor) which may be settled solely by
- (4) delivery of one share of PHI common stock per RSU (and may not be settled in cash), including pursuant to the crediting of dividend equivalents, held by the reporting person as of the date of this report.
 - (5) Represents RSUs, including vested dividend equivalents, awarded under the PHI Long-Term Incentive Plan. This award vested in full on January 4, 2015.

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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