

PEPCO HOLDINGS LLC

Form 4

March 24, 2016

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 *
NUSSDORF LAWRENCE C

(Last) (First) (Middle)

C/O PEPCO HOLDINGS, INC., 701
- 9TH STREET, NW, EP-1300

(Street)

WASHINGTON, DC 20068

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

PEPCO HOLDINGS LLC [POM]

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

03/23/2016

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)

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 (2)	(A) or (D)	Price	
Common Stock <u>(1)</u>	03/23/2016		D		12,706.7873	D	\$ 27.25	0
Common Stock <u>(1)</u>	03/23/2016		D		10,000	D	\$ 27.25	0
								I
								Trust

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

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information contained in this form are not
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(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 of Number of Shares
Phantom Stock	(3)	03/23/2016		D	5,102.6989	(3)	(3)	Common Stock	5,102.69

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NUSSDORF LAWRENCE C C/O PEPCO HOLDINGS, INC. 701 - 9TH STREET, NW, EP-1300 WASHINGTON, DC 20068	

Signatures

/s/ Jane K. Storero,
Attorney-in-Fact 03/24/2016

__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).

In connection with the consummation of the merger (the Merger) of a wholly owned subsidiary of Exelon Corporation with and into
(1) Pepco Holdings, Inc. (PHI) on March 23, 2016, each share of PHI common stock was canceled and converted into the right to receive \$27.25 in cash, without interest.

Includes director awards of 12,706.7873 restricted stock units (RSUs) previously granted under the 2012 Long-Term Incentive Plan, the
(2) settlement of which (including related dividend equivalents) 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.

(3) In connection with the Merger, each phantom share was cancelled and converted into the right to receive \$27.25.

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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