## Edgar Filing: PEPCO HOLDINGS INC - Form 4

PEPCO HOLDINGS INC Form 4 January 30, 2006								
FORM 4 UNITED STATE		OMB APPROVAL						
UNITED STATE	Washington, D.C. 20549							
Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							
Form 5 obligations may continue. See Instruction 1(b). 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								
(Print or Type Responses)								
1. Name and Address of Reporting Person <u>*</u> RIGBY JOSEPH M	2. Issuer Name <b>and</b> Ticker or Trading Symbol PEPCO HOLDINGS INC [POM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) (First) (Middle)	3. Date of Earliest Transaction	(encer an applicable)						
PEPCO HOLDINGS, INC., 701 NINTH STREET, NW	(Month/Day/Year) 01/26/2006	Director 10% Owner X_ Officer (give title Other (specify below) Sr. Vice President & CFO						
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
WASHINGTON, DC 20068		Form filed by More than One Reporting Person						
(City) (State) (Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned						
(Instr. 3) any	on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) or	5. Amount of Securities6.7. Nature of IndirectBeneficiallyForm: DirectBeneficial OwnershipOwned(D) orOwnershipFollowingIndirect (I)(Instr. 4)Reported(Instr. 4)Transaction(s) (Instr. 3 and 4)Instr. 4)						
Common 01/26/2006 Stock	Code V Amount (D) Price A 5,997 A \$ 22.235	14 491 D						
Common Stock		3,181 I 401(k) Plan						

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

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo 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	
RIGBY JOSEPH M PEPCO HOLDINGS, INC. 701 NINTH STREET, NW WASHINGTON, DC 20068			Sr. Vice President & CFO		
Signatures					
Joseph M. Rigby by Ellen Sher Attorney-in-Fact	iff Roger	s,	01/30/2006		

\*\*Signature of Reporting Person

## **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. 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.

Date