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PEPCO HOLDINGS INC

Form 3/A August 08, 2006

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

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Velazquez David M

(Last) (First) (Middle) CONECTIV ENERGY, Â 500 N 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Statement

(Month/Day/Year)

06/26/2006

5. If Amendment, Date Original

PEPCO HOLDINGS INC [POM]

4. Relationship of Reporting Person(s) to Issuer

Filed(Month/Day/Year)

07/05/2006

(Check all applicable)

President - CESI

10% Owner Director _X__ Officer Other (give title below) (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

4. Nature of Indirect Beneficial

WAKEFIELD DRIVE

(Street)

(State)

NEWARK, DEÂ 19702

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(City)

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Direct (D)

Ownership (Instr. 5)

Â

By 401-k plan

or Indirect (I) (Instr. 5)

I

D

Common Stock 962

Common Stock 1,636

(Zip)

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1473 (7-02)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

Conversion Ownership or Exercise Price of Derivative

6. Nature of Indirect Beneficial Ownership

Form of (Instr. 5)

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Date Expiration Title Amount or Derivative Security:

Exercisable Date Number of Security Direct (D)

Shares or Indirect

(I)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Velazquez David M				
CONECTIV ENERGY	â	Â	President - CESI	â
500 N WAKEFIELD DRIVE	А	А	A Fiesideiii - CESI	A
NEWARK, DE 19702				

Signatures

David M. Velazques by Ellen Sheriff Rogers,
Attorney-in-Fact

08/08/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

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Remarks:

To correct an error in the number of derivative shares owned reported on the original Form 3. Â 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.

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