#### PEPCO HOLDINGS INC

Form 4

January 31, 2011

# 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

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

2. Issuer Name and Ticker or Trading

PEPCO HOLDINGS INC [POM]

3. Date of Earliest Transaction

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* RIGBY JOSEPH M

(Middle)

PEPCO HOLDINGS, INC., 701

(First)

NINTH STREET, NW

(Street)

WASHINGTON, DC 20068

01/27/2011

4. If Amendment, Date Original

Symbol

Filed(Month/Day/Year)

(Month/Day/Year)

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X Director 10% Owner

X\_ Officer (give title Other (specify below) below)

Chairman, President & CEO

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

D

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

Code (Month/Day/Year) (Instr. 8)

3.

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

145,795

Common Stock

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

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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)

### Edgar Filing: PEPCO HOLDINGS INC - Form 4

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. Transactic Code (Instr. 8)	5. Number of or 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	01/27/2011		A	41,348	<u>(1)</u>	(1)	Common Stock	41,348	

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### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
noporous o water runne / runne oo	Director	10% Owner	Officer	Other			
RIGBY JOSEPH M							
PEPCO HOLDINGS, INC.	X		Chairman, President & CEO				
701 NINTH STREET, NW			,				

# **Signatures**

WASHINGTON, DC 20068

Joseph M. Rigby by Ellen S. Rogers, Attorney-in-Fact

\*\*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).

Restricted stock units (RSU) awarded under the Long-Term Incentive Plan are subject to forfeiture if the executive's employment terminates before 1/27/14, except that, unless the Comp/HR Committee of the Board determines otherwise, and subject to a contrary provision in the executive's employment agreement, if any, in the event of the death, disability or retirement of the executive or if the employment of the executive is terminated or the executive terminates employment for "good reason" following a "change in control," the award is prorated to the date of termination. Each RSU not forfeited will be settled by the delivery of one share of PHI common stock.

When a dividend is paid on the PHI common stock, the RSU balance is credited with additional RSU equal to the number of shares that could be purchased with the cash amount of the dividend at the then current market price. Dividend credits will vest only to the extent the underlying RSU vest.

01/31/2011

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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