ORION POWER HOLDINGS INC
Form 15-12B
February 20, 2002

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

                             FORM 15

   Certification and Notice of Termination of Registration under Section 12(g)
   of the Securities Exchange Act of 1934 or Suspension of Duty to File Reports
   Under Sections 13 and 15(d) of the Securities Exchange Act of 1934.

                   Commission File Number: 1-16077

                       ORION POWER HOLDINGS, INC.
              (Exact name of registrant as specified in its charter)

                       7 EAST REDWOOD STREET
                            10TH FLOOR
                     BALTIMORE, MARYLAND 21202
                          (410) 230-3500
                 (Address, including zip code, and telephone
                      number, including area code, of
                      registrant's principal executive
                               offices)

                 COMMON STOCK, PAR VALUE $.01 PER SHARE
  ASSOCIATED RIGHTS TO PURCHASE SERIES A JUNIOR PARTICIPATING PREFERRED STOCK
            (Title of each class of securities covered by this Form)

              4.50% CONVERTIBLE SENIOR NOTES DUE JUNE 1, 2008
                    12% SENIOR NOTES DUE 2010
                 (Titles of all other classes of securities for
                    which a duty to file reports under
                      section 13(a) or 15(d) remains)

           Please place an X in the box(es) to designate the appropriate rule
  provision(s) relied upon to terminate or suspend the duty to file reports:


                                        Rule 12h-3(b)(1)(i)          [ ]
 Rule 12g-4(a)(1)(i)        [X]          Rule 12h-3(b)(1)(ii)         [ ]
 Rule 12g-4(a)(1)(ii)       [ ]          Rule 12h-3(b)(2)(i)          [ ]
 Rule 12g-4(a)(2)(i)        [ ]          Rule 12h-3(b)(2)(ii)         [ ]
 Rule 12g-4(a)(2)(ii)       [ ]          Rule 15d-6                   [ ]


 Approximate number of holders of record as of the certification or notice date:
         COMMON STOCK, PAR VALUE $.01 PER SHARE            LESS THAN 300
         ASSOCIATED RIGHTS TO PURCHASE SERIES A
          JUNIOR PARTICIPATING PREFERRED STOCK            NONE

         Pursuant to the requirements of the Securities Exchange Act of 1934,
 Orion Power Holdings, Inc. has caused this certification/notice to be signed on
 its behalf by the undersigned duly authorized person.


 Date:  February 19, 2002                By: /s/ MICHAEL L. JINES
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                                         Name:  Michael L. Jines
                                         Title: Vice President and Assistant
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Corporate Secretary