Edgar Filing: Velazquez David M - Form 4

| Form 4 | avia M | | | | | | | | | | |
|--|---|---------------------------------------|---|-----------------------|-----------|--|--|---|------------------|---------------------|--|
| February 01, | 2010 | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHA | | | | | | ~ | | | OMB A | PPROVAL | |
| | UNITE | D STATES | | AITIES A Shington, | | | NGE (| COMMISSION | OMB Number: | 3235-0287 | |
| Check th if no long | Ter | | | | | | | | Expires: | January 31, 2005 | |
| subject to Section 1 Form 4 o | F CHANGES IN BENEFICIAL OWN SECURITIES | | | | | | Estimated average burden hours per response | | | | |
| Form 5 obligatio may cont <i>See</i> Instru 1(b). | ns Section 1 | 7(a) of the | Public Ut | | ling Con | npan | y Act of | e Act of 1934, f 1935 or Section 40 | 1 | | |
| (Print or Type I | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Velazquez David M | | | 2. Issuer Name and Ticker or Trading Symbol PEPCO HOLDINGS INC [POM] | | | | c | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | (Chec | k all applicable | e) | | |
| | | | (Month/Day/Year) 01/28/2010 | | | | | Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President | | | |
| | (Street) | ndment, Date Original th/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | |
| WASHING | TON, DC 200 | 68 | | | | | | Person | lore than One Re | porting | |
| (City) | (State) | (Zip) | Tabl | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution D any (Month/Day. | | on Date, if | Code (Instr. 3, 4 and 5) Year) (Instr. 8) (A) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | | | |
| Common Stock | | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) 2,796 | I | By 401-k plan | |
| Common Stock | 01/28/2010 | | | А | 9,421 | A | \$ 16.41 | 33,479 | D | | |

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.

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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. Transactic Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | te Amount | | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur 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 | | |
| Velazquez David M C/O PEPCO HOLDINGS, INC. 701 NINTH STREET NW - SUITE 1000 WASHINGTON, DC 20068 | | | Executive Vice President | | | |
| Signatures | | | | | | |
| David M. Velazquez by Ellen Sheriff Rogers, Attorney-in-Fact | | 02/0 | 01/2010 | | | |

**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