Edgar Filing: Oelrich Patricia A. - Form 4

Oelrich Patric	cia A.										
Form 4											
April 01, 201	1										
FORM	Δ								PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box if no longer CTLA TED VENTE OF CHANGES IN DEDIFICIAL ON DEDSIDE							Expires:	January 31,			
subject to							NERSHIP OF	2005 average			
Section 16								Estimated average burden hours per			
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Form 5 obligations	a *	uant to Section 1				-	-				
may contin) of the Public U	•	•	• •			n			
<i>See</i> Instruct 1(b).		30(h) of the In	vestment	Company	y Act	: of 19	40				
(Print or Type Re	esponses)										
Oelrich Patricia A. Symbol			r Name and			-	5. Relationship of Reporting Person(s) to Issuer				
PEPCO			HOLDIN	GS INC	[POI	VIJ	(Check all applicable)				
			f Earliest Transaction								
62 ETTL CIRCLE(Month 04/01/			nth/Day/Year)				X_ Director 10% Owner Officer (give title Other (specify				
			011				below) below)				
			endment, Date Original				6. Individual or Joint/Group Filing(Check				
			nth/Day/Year)	-			Applicable Line)				
PRINCETON	N, NJ 08540						_X_ Form filed by 0 Form filed by N Person	One Reporting Pe More than One Re			
(City)	(State) (Z	Zip) Tab					· · · · D' · · · · · · ·	6 D			
		- 1a0	le I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed o	i, or Beneficia	lly Owned		
1.Title of	2. Transaction Date		3. Transactio	4. Securi			5. Amount of Securities	6. Ownership Form: Direct	 Nature of Indirect 		
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	TransactionAcquired (A) or Code Disposed of (D)				Beneficially	(D) or	Beneficial Ownership		
(11511-0)		(Month/Day/Year)					Owned	Indirect (I)			
							Following	Instr. 4)	(Instr. 4)		
					(A)		Reported Transaction(s)				
			Code V	Amount	or	Price	(Instr. 3 and 4)				
Common Stock	04/01/2011		А	341	А	<u>(1)</u>	3,603	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.

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transac Code (Instr. 8	2) [of (Mo		Expiration Date (Month/Day/Year)		Amou Unde Secur	le and int of rlying ities . 3 and 4)	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								
I. S.	Director	10% Owner	Officer	Other					
Oelrich Patricia A.									
62 ETTL CIRCLE	Х								
PRINCETON, NJ 08540									
Signatures									
Patricia O. Oelrich by Ellen S. Rogers, Attorney-in-Fact				04/01/2011					
<u>**</u> Signature of Reporting			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).

Acquired in consideration for services, with the number of shares of common stock calculated by dividing the amount of meeting fees and/or retainer payable (\$2,000 per meeting or that portion of the annual retainer of \$85,000 and, if applicable, Committee Chairman

(1) annual retainer of either \$5,000 or \$7,500 and Lead Independent Director annual retainer of \$15,000, which the director elected to receive in common stock) by the market price of the Pepco Holdings, Inc. (PHI) shares at the close of business two business days before the meeting or retainer payment date, respectively.

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.