

PEPCO HOLDINGS INC
Form 5
February 21, 2003

FORM 5 <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). <input type="checkbox"/> Form 3 Holdings Reported <input type="checkbox"/> Form 4 Transactions Reported		UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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					
1. Name and Address of Reporting Person* Williams, Andrew W.		2. Issuer Name and Ticker or Trading Symbol Pepco Holdings, Inc. (POM)			6. Relationship of Reporting Person to Issuer (Check all applicable boxes) <input type="checkbox"/> Director <input type="checkbox"/> Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Senior Vice President <input type="checkbox"/> Officer		
(Last)	(First)	3. IRS Identification Number of Reporting Person, if an entity (voluntary) (Middle)		4. Statement for Month/Year Year Ended 12/31/02		7. Individual or Joint/Group Form <input checked="" type="checkbox"/> Form filed by One <input type="checkbox"/> Form filed by Multiple	
Pepco Holdings, Inc. 701 Ninth Street, NW		3. IRS Identification Number of Reporting Person, if an entity (voluntary) (Middle)		4. Statement for Month/Year Year Ended 12/31/02 5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Form <input checked="" type="checkbox"/> Form filed by One <input type="checkbox"/> Form filed by Multiple	
(Street)							
Washington, DC 20068							
(City)	(State)	(Zip) - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 3)	2. Transaction Date Date of Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount (A) or (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	
Common Stock	8/2/02	A	6,141	A	\$19.735	32,571	

FORM 5(continued)
of, or Beneficially Owned
convertible securities)

Table II - Derivative Securities Acquired, Disposed
(e.g., puts, calls, warrants, options,

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date of Exercise Expiration Date (Month/ Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Price per Share (Instr. 3 and 4)
						Date Exercisable	Ex	
					(A)	or (D)	Title	

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