PEPCO HOLDINGS INC

Form 5

February 21, 2003

FORM 5		UNITED STATES SECURITIES AND EXCHANGE COMMISSION								
Form 5 obligations may continue. See Instruction 1(b).		Washington, D.C. 20549 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP								
_ Form 4 Transactions Reported	iled pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Jtility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940									
 Name and Address of Reporting Person* 		2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reportir (Check all ap				
Williams, Andrew W.		Pepco Holdings, Inc. (POM)								
(Last) (Firs	(Last) (First)		4	Month/Y	ear	Director Owner Officer (below)				
Pepco Holdings, Inc. 701 Ninth Street, NW		(voluntary)		 If Amen Date of ((Month/I 	dment,	Senior Vice Pres Officer				
(Street) Washington, DC 20068					7. Individual or Joint/Group <u>X</u> Form filed by On Form filed by Mo					
(City) (Sta	te)	Ta(Ziepl) -]	Non	-Derivative	Securities A	Acquired, Di	sposed of, or Bene			
(Instr. 3) Date		Execution Date, if any	nsac Coc (Ins 8)	r. (Instr. 3	posed of (D) 3, 4 and 5)	1 (A)	 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 			
Common Stock 8/2/		02	A	6,141	А	\$19.735	32,571			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one

reporting person, *see* Instruction 4(b)(v).

FORM 5(continued)

of, or Beneficially Owned

Table II - Derivative Securities Acquired, Disposed

(e.g., puts, calls, warrants, options,

convertible securities)

2. Conversion	3. Transaction Date	3A. Deemed	4.	Transaction	5.	Num	6er Dat	Ø. Ti	t 1 8.	Price
or		Execution Date,		Code	of		Exerci	saubdle		Deri
Exercise	(Month/Day/Year)	If Any		(Instr. 8)		Deri	vantidve	Amou	ınt	Secu
Price						Secu	ritiExp	oftion	L	(Inst
of		(Month/Day/Year)				Acqu	Date	Ur	nder	rlying
Derivative					(A) or	(Mc	Sted	i ji E	Kear)
Security						Dispo	sed	(Ir	ıstr.	
					of	(D)		3 and		
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	or Exercise Price of Derivative	Exercise (Month/Day/Year) Price of Derivative	or Exercise (Month/Day/Year) Execution Date, Price of (Month/Day/Year) If Any Derivative	or Execution Date, Exercise (Month/Day/Year) If Any Price of (Month/Day/Year) Derivative	or Exercise (Month/Day/Year) Execution Date, Code Exercise (Month/Day/Year) If Any (Instr. 8) Price of (Month/Day/Year) Derivative	or Exercise (Month/Day/Year) (Month/Day/Year) Execution Date, If Any (Instr. 8) Or Of Derivative Security (Month/Day/Year) (Month/Day/Year) (A Security (A Security (A) (A) (A) (A) (A) (A) (A) (A) (A) (A)	or Exercise (Month/Day/Year) Execution Date, Code of If Any (Instr. 8) Derive of (Month/Day/Year) Month/Day/Year) Acque (Month/Day/Year) Acque (A) or Security Or Security Of Of Or Security Of Of Of Of Of Of Of Of Of	or Exercise (Month/Day/Year) Execution Date, If Any (Instr. 8) Derivative SecuritiEsc of Derivative Security (Month/Day/Year) (Month/Day/Year) (A) or (A	or Exercise (Month/Day/Year) Execution Date, If Any (Instr. 8) Of Exercise and e Derivanity (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Or (A) or (Month/Day/Year) (Month/Day/Year) Or (A) or (Month/Day/Year) (Month/Day/Year) Or (A) or or	or Exercise(Month/Day/Year)Execution Date, If AnyCode (Instr. 8)of Derivative Acqu DeateAmount SecuritiEssp ration Acqu DeateDerivative Security(Month/Day/Year)(Month/Day/Year)(Month/Day/Year)Acqu Deate (A) or (Month/Day/SecurityUnder (A) or (Month/Day/SecurityDerivative SecurityImage: Comparison of the securityImage: Comparison of the securityImage: Comparison of the securityDerivative SecurityImage: Comparison of the securityImage: Comparison of t

Explanation of Responses:

** Intentional misstatements or	Andrew W. Williams by Ellen Sheriff	2/21/03				
omissions of facts constitute Federal	Rogers, Attorney-in-Fact					
Crime Violations.						
See 18 U.S.C. 1001 and 15 U.S.C.		Date				
78ff(a). **Signature of Reporting Person						
Note: File three copies of this Form, o <i>see</i> Instruction 6 for proce	ne of which must be manually signed. If space dure.	is insufficient,				
Potential persons who are to respond to contained in this form are not required to respond unless the form disp		Page 2				

Number.