

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* Sim, William J.			2. Issuer Name and Ticker or Trading Symbol Pepco Holdings, Inc. (POM)			6. Relationship of Reporting Person to Issuer (Check all appropriate boxes) <input type="checkbox"/> Director <input type="checkbox"/> Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Senior Vice President			
(Last) (First) 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)			
(Street) Washington, DC 20068		(City) (State)		(Zip) - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			7. Individual or Joint/Group Form <input checked="" type="checkbox"/> Form filed by One Person <input type="checkbox"/> Form filed by Multiple Persons		
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		4,043 A \$19.735		20,918	

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)

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 Exercisable or (D) of Title	7. Title and Amount Underlying (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3 and 4)

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Crime Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

William J. Sim by Ellen Sheriff Rogers,
Attorney-in-Fact

**Signature of Reporting Person

2/21/03

Date

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.

Page 2