

PEPCO HOLDINGS INC
Form 4
November 14, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PERRY BEVERLY L

(Last) (First) (Middle)

**C/O PEPCO HOLDINGS, INC., 701
NINTH STREET, NW**

(Street)

WASHINGTON, DC 20068

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

PEPCO HOLDINGS INC [POM]

3. Date of Earliest Transaction
(Month/Day/Year)

11/09/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	Price		
Common Stock	11/09/2006		M	5,100	A \$ 22.4375	8,188	I By 401-k plan
Common Stock	11/09/2006		M	5,100	A \$ 22.57	14,781	D
Common Stock	11/09/2006		S	1,500	D \$ 25.5	13,281	D
Common Stock	11/09/2006		S	1,000	D \$ 25.52	12,281	D

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Common Stock	11/09/2006	S	3,000	D	\$ 25.55	9,281	D
Common Stock	11/09/2006	S	500	D	\$ 25.58	8,781	D
Common Stock	11/09/2006	S	4,200	D	\$ 25.6	4,581	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options	\$ 22.4375	11/09/2006		M	5,100	01/01/2004 12/31/2009	Common Stock	5,100
Stock Options	\$ 22.57	11/09/2006		M	5,100	01/01/2006 12/31/2011	Common Stock	5,100

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PERRY BEVERLY L C/O PEPCO HOLDINGS, INC. 701 NINTH STREET, NW WASHINGTON, DC 20068	Senior Vice President

Signatures

Beverly L. Perry by Ellen Sheriff Rogers,
Attorney-in-Fact

11/14/2006

__Signature of Reporting Person

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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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