

PEPCO HOLDINGS INC

Form 4

March 08, 2007

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

OMB
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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)

03/07/2007

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 ____ Other (specify
below) 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 Ownership (Instr. 4)
Common Stock					8,461	I	By 401-k plan
Common Stock	03/07/2007		A	5,100 A	\$ 24.59 21,188	D	
Common Stock	03/07/2007		S	4,200 D	\$ 26.36 16,988	D	
Common Stock	03/07/2007		S	100 D	\$ 26.4 16,888	D	
Common Stock	03/07/2007		S	100 D	\$ 26.41 16,788	D	

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Common Stock	03/07/2007	S	300	D	\$ 26.43	16,488	D
Common Stock	03/07/2007	S	200	D	\$ 26.44	16,288	D
Common Stock	03/07/2007	S	300	D	\$ 26.45	15,988	D
Common Stock	03/07/2007	S	1,300	D	\$ 26.46	14,688	D
Common Stock	03/07/2007	S	400	D	\$ 26.47	14,288	D
Common Stock	03/07/2007	S	1,800	D	\$ 26.48	12,488	D
Common Stock	03/07/2007	S	200	D	\$ 26.5	12,288	D
Common Stock	03/07/2007	S	100	D	\$ 26.51	12,188	D
Common Stock	03/07/2007	S	100	D	\$ 26.52	12,088	D
Common Stock	03/07/2007	S	700	D	\$ 26.53	11,388	D
Common Stock	03/07/2007	S	300	D	\$ 26.54	11,088	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 Acquired (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
	\$ 24.59	03/07/2007		M	5,100	01/01/2005 12/31/2010		5,100

Stock
Options

Common
Stock

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

03/08/2007

__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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