Edgar Filing: PEPCO HOLDINGS INC - Form 4

PEPCO HOL	DINGS INC								
Form 4									
January 25, 20									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									
							OMB Number:	3235-0287	
Check this		Washington, D.C. 20349						January 31,	
if no longe subject to	er STATEM	ENT OF CHAN	F CHANGES IN BENEFICIAL OWNERSHIP				Expires:	2005	
Section 16	j.	SECURITIES						Estimated average burden hours per	
Form 4 or									
Form 5 obligation	- ·	uant to Section 16			-				
may contin) of the Public Ut	•	•	•		n		
See Instruc	ction	30(h) of the Inv	vestment (Company	Act of 19	40			
1(b).									
(Print or Type R	esponses)								
				Ticker or T	rading	5. Relationship of Reporting Person(s) to			
Krumsiek Ba	irbara J	Symbol		~~ ~~ ~		Issuer			
PE			HOLDIN	GS INC	POM	(Check all applicable)			
(Last)	(First) (M								
			ay/Year)			X_ Director Officer (give		b Owner er (specify	
CALVERT GROUP, LTD., 4550 01, MONTGOMERY AVENUE			01/23/2008			below)	below)		
	4 If Amer	4. If Amondmont, Data Original			6 Individual or Joint/Group Filing/Charle				
			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line)			
	1 1100(11101	ui 2 uj (1 cui)			_X_Form filed by One Reporting Person				
BETHESDA	, MD 20814					Form filed by M Person	More than One Re	eporting	
(City)	(State) (Z	Zip) Tabl		• • • •	• •		e n e i		
		Table				quired, Disposed o		-	
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities onAcquired (A) or		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	(wondiv Day/Tear)	any	Code	Disposed		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)		Indirect (I)	Ownership	
						Following Reported	(Instr. 4)	(Instr. 4)	
					(A) or	Transaction(s)			
			Code V	Amount	(D) Price	(Instr. 3 and 4)			
Common						1,000	D		
Stock						1,000	-		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	of	6. Date Exerc	cisable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities		
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A	A) or				(
	Derivative			Disposed of (D)						
	Security			(Instr. 3, 4, and						
	5			5)						
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (1)	(2)	01/23/2008		А	74.474		(2)	(2)	Common Stock	74.474
Phantom Stock (1)	(2)	01/24/2008		А	77.5494		(2)	(2)	Common Stock	77.5494

Reporting Owners

Reporting Owner Name / Address 10% Owner Officer Other Director Krumsiek Barbara J CALVERT GROUP, LTD. Х **4550 MONTGOMERY AVENUE** BETHESDA, MD 20814 Signatures Barbara J. Krumsiek by Ellen Sheriff Rogers, Attorney-in-Fact 01/25/2008 **Signature of Reporting Person Date **Explanation of Responses:**

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).

Acquired in consideration for services, with the number of shares of phantom stock calculated by dividing the amount of meeting fees and/or retainer payable (\$2,000 per meeting or that portion of the annual retainer of \$85,000 and, if applicable, Committee Chairman

- annual retainer of either \$5,000 or \$7,500 and Lead Independent Director annual retainer of \$15,000, which the director elected to receive in phantom stock) by the market price of the Pepco Holdings, Inc. (PHI) shares at the close of business two business days before the meeting or retainer payment date, respectively.
- (2) Phantom stock on a date specified or to be specified by the participant is settled in cash in an amount equal to the market price of the PHI common stock on the settlement 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.

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Relationships