

PEPCO HOLDINGS INC

Form 3

August 02, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â GRAHAM THOMAS H

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/01/2013

3. Issuer Name and Ticker or Trading Symbol
PEPCO HOLDINGS INC [POM]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer ____ Other
 (give title below) (specify below)
 Vice President

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

C/O PEPCO HOLDINGS, INC.,Â 701 - 9TH STREET, NW

(Street)

WASHINGTON,Â DCÂ 20068

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

766.3113

I

By 401(k) plan

Common Stock

8,762.264 ⁽¹⁾

D

Â

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

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GRAHAM THOMAS H
C/O PEPCO HOLDINGS, INC.
701 - 9TH STREET, NW
WASHINGTON, DC 20068

Â Â Â Vice President Â

Signatures

Thomas H. Graham by Jeffrey M. Taylor,
Attorney-in-Fact

08/02/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Includes service-based restricted stock units (RSUs) awarded in 2011, 2012 and 2013 under the long-term incentive plans of Pepco Holdings, Inc. which may be settled solely by delivery of one share of PHI common stock per RSU (and may not be settled in cash), including pursuant to the crediting of dividend equivalents, held by the reporting person as of the date of this report. When a dividend is paid on the PHI common stock, the RSU balance will be credited with additional RSUs equal to the per share amount of the dividend multiplied by the number of RSUs divided by the market price of the common stock on the trading day immediately prior to the dividend payment date. Dividend credits will vest only to the extent the related RSUs vest.

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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