

FITZGERALD KEVIN C  
 Form 4  
 September 18, 2012

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 FITZGERALD KEVIN C

(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)  
 09/17/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Exec.VP & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
			Code	V	Amount (A) or (D) Price		
Common Stock	09/17/2012		A		39,494 <u>(1)</u>	A	\$ 0 39,919 D
Common Stock	09/17/2012		A		8,806 <u>(2)</u>	A	\$ 0 48,725 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FITZGERALD KEVIN C C/O PEPCO HOLDINGS, INC. 701 NINTH STREET, NW WASHINGTON, DC 20068			Exec.VP & General Counsel	

## Signatures

Kevin C. Fitzgerald by Jane K. Storer,  
Attorney-in-Fact

09/18/2012

\_\_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).

Shares represent restricted stock units (RSUs) awarded on September 17, 2012 under the Long-Term Incentive Plan (LTIP) which are subject to forfeiture if the executive's employment terminates before 09/17/2015, except as otherwise provided under the terms of the LTIP. The award vests at a rate of 4/15 of the initial award on each of the first and second anniversaries of the Grant Date and the balance vests on the third anniversary of the Grant Date. Each RSU not forfeited will be settled by the delivery of one share of PHI common stock. 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 vested 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.

(2) Shares represent restricted stock units (RSUs) awarded on September 17, 2012 under the Long-Term Incentive Plan (LTIP) which are subject to forfeiture if the executive's employment terminates before 01/26/2015, except as otherwise provided under the terms of the LTIP. Each RSU not forfeited will be settled by the delivery of one share of PHI common stock. 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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