

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
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REPORTING OWNER

FITZGERALD KEVIN C

CIK: **1557882**

Type: **4** | Act: **34** | File No.: **001-31403** | Film No.: **13552041**

Mailing Address

*C/O PEPCO HOLDINGS, INC.
701 NINTH STREET, NW
WASHINGTON DC 20068*

ISSUER

PEPCO HOLDINGS INC

CIK: **1135971** | IRS No.: **522297449** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **4931** Electric & other services combined

Mailing Address
SUITE 1300

*701 NINTH STREET, NW
WASHINGTON DC 20068*

Business Address
SUITE 1300

*701 NINTH STREET, NW
WASHINGTON DC 20068
202-872-2000*

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person FITZGERALD KEVIN C			2. Issuer Name and Ticker or Trading Symbol PEPCO HOLDINGS INC [POM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Exec. VP & General Counsel		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013					
C/O PEPCO HOLDINGS, INC., 701 NINTH STREET, NW			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street) WASHINGTON, DC 20068								
(City)	(State)	(Zip)						

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								70	I	By 401-k plan
Common Stock	01/24/2013		A		11,892 ⁽¹⁾	A	\$ 0	60,740 ⁽²⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

1. Shares represent restricted stock units (RSUs) awarded on January 24, 2013 under the 2012 Long-Term Incentive Plan (LTIP) which may be settled solely by delivery of one share of PHI common stock per RSU (and may not be settled in cash). This award is subject to forfeiture if the employment of the executive terminates before January 24, 2016, except as otherwise provided under the terms of the LTIP and the award agreement. 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.
2. Includes 60,315 RSUs (described generally in footnote (1)), including pursuant to the crediting of dividend equivalents, held by the reporting person as of the date of this report.

Signatures

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

** Signature of Reporting Person

01/28/2013

Date

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

* 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.

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 Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jane K. Storero, Kevin C. Fitzgerald and Jeffrey M. Taylor, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) apply for Form ID electronically, authorizing the electronic filing of Forms 3, 4 and 5;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Pepco Holdings, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "1934 Act") and the rules thereunder;
- (3) execute for and on behalf of the undersigned Form 144 in accordance with Rule 144 of the Securities Act of 1933 (the "1933 Act") and the rules and regulations thereunder;
- (4) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with any provision of rule of the 1933 Act and the 1934 Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of October, 2012.

/s/ KEVIN FITZGERALD

Signature

Kevin Fitzgerald

Print Name