PEPCO HOLDINGS INC

Form 4 May 19, 2015

FORM 4

Check this box

if no longer

subject to

Section 16.

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BARBAS PAUL M Issuer Symbol PEPCO HOLDINGS INC [POM] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify Officer (give title 701 9TH STREET NW 05/15/2015 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting WASHINGTON, DC 20068 Person

(State)

(Zin)

(City)

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A	cquired	(A)	5. Amount of	6.	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transacti	omr Disposed of	f (D)		Securities	Ownership	Indirect			
(Instr. 3)		any	Code (Instr. 3, 4 and 5)				Beneficially	Form:	Beneficial			
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership			
							Following	or Indirect	(Instr. 4)			
					(4)		Reported	(I)				
					(A)		Transaction(s)	(Instr. 4)				
					or		(Instr. 3 and 4)					
			Code V	Amount	(D)	Price	,					
Common Stock	05/15/2015		A	2,544.5293 (1)	A	<u>(1)</u>	7,282.2195 (1)	D				

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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.	6. Date Exerc	isable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and 4)		Owne
	Security				Acquired					Follo
	·				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date	Expiration	Title Amount		
						Exercisable	Date	or		
								Number		
								of		
								Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BARBAS PAUL M 701 9TH STREET NW WASHINGTON, DC 20068

Signatures

/s/ Jeffrey M. Taylor, Attorney-in-Fact

05/19/2015

**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).

Represents a director award of 2,544.5293 restricted stock units (RSUs) granted on May 15, 2015 under the Pepco Holdings, Inc. (PHI) 2012 Long-Term Incentive Plan. The award is to vest in shares of PHI common stock on the first to occur of one year after the date of grant and the next annual meeting of stockholders, subject to (i) any deferral of settlement at the election of the reporting person and (ii) potential acceleration of vesting or forfeiture of the award in accordance with the terms of the applicable director 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. This form corrects an over-reporting of 32 shares on the reporting person's Form 4 filed on May 20, 2014.

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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