PEPCO HOLDINGS INC

Form 4

January 05, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

X Form filed by One Reporting Person Form filed by More than One Reporting

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES 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

1(b).

(Print or Type Responses)

1 Name and Address of Reporting Person *

See Instruction

Monica Laura L.			Symbol	Issuer			
			PEPCO HOLDINGS INC [POM]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
C/O PEPCO HOLDINGS, INC., 701 - 9TH STREET, NW			08/15/2014	Officer (give title Other (speci			
				below) below) VICE PRESIDENT			
	,			VICE PRESIDENT			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			

EP-1300, DC 20068

Common

Common Stock

Stock

12/31/2014

			1 CISOH							
(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. Securiti for Dispose (Instr. 3, 4	ed of (` ′	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)	
Common Stock	08/15/2014		M	3,207	A	<u>(1)</u>	15,417	D		
Common Stock	08/15/2014		F	1,247	D	\$ 27.065	14,170	D		
Common Stock	12/31/2014		A	11,333	A	<u>(2)</u>	26,113	D		

5,081

D

F

1,095.376	I	By 401(k) plan
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D

\$ 27.01 21,032 (3)

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number on f 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. Property Security (Institute of Security)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	08/15/2014		M	3,207	<u>(1)</u>	<u>(1)</u>	Common Stock	3,207	

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Monica Laura L.

C/O PEPCO HOLDINGS, INC.

VICE PRESIDENT 701 - 9TH STREET, NW

EP-1300, DC 20068

Signatures

/s/ Jeffrey M. Taylor, 01/05/2015 Attorney-in-Fact

**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 restricted stock units (RSUs), including dividend equivalents, awarded under the Pepco Holdings, Inc. (PHI) Long-Term Incentive Plan, which were subject to forfeiture if the executive's employment terminated before 8/15/2014, subject to certain exceptions. Each RSU not forfeited was settled by the delivery of one share of PHI common stock (and could not be settled in cash). When a dividend was paid on the PHI common stock, the RSU balance was credited with additional RSUs equal to the number of shares that could be purchased with the cash amount of the dividend at the then current market price. Dividend equivalents vested only to the extent the underlying RSUs vested.

Reporting Owners 2

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- Represents shares vested, including dividend equivalents, pursuant to a performance-based award of RSUs granted in January 2012 under the PHI Long-Term Incentive Plan. This award vested on December 31, 2014. RSUs are settled solely by delivery of one share of PHI common stock per RSU (and may not be settled in cash).
- Includes RSUs awarded under the PHI 2012 Long-Term Incentive Plan which may be settled solely by delivery of one share of PHI (3) common stock per RSU (and may not be settled for cash), including pursuant to the crediting of dividend equivalents, held by the reporting person as of the date of this report.

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.