

PEPCO HOLDINGS INC
Form 4
January 05, 2015

FORM 4

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

OMB APPROVAL

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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 *
Monica Laura L.

(Last) (First) (Middle)

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

(Street)

EP-1300, 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)

08/15/2014

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)

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

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 or Price				
Common Stock	08/15/2014		M		3,207	A	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	26,113		D
Common Stock	12/31/2014		F		5,081	D	\$ 27.01	21,032 ⁽³⁾	D
Common Stock							1,095.376	I	By 401(k) plan

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(2) 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).

(3) Includes RSUs awarded under the PHI 2012 Long-Term Incentive Plan which may be settled solely by delivery of one share of PHI 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.

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