

PEPCO HOLDINGS INC
Form 4/A
February 14, 2014

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 *
RIGBY JOSEPH M

2. Issuer Name and Ticker or Trading Symbol
PEPCO HOLDINGS INC [POM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O PEPCO HOLDINGS, INC., 701
- 9TH STREET, NW**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2014

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
CHAIRMAN, PRESIDENT AND CEO

WASHINGTON, DC 20068

4. If Amendment, Date Original Filed(Month/Day/Year)
01/29/2014

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code V	Amount (D) Price (A) or (D)			
Common Stock	01/27/2014		M	40,073 (1) A \$ 0 (2)	359,735.343 (3)	D	
Common Stock					10,425.169	I	By 401(k) plan

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

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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. Amount or Number of Shares
Restricted Stock Units	(2)	01/27/2014		M	40,073 (1)	(4) (4)	Common Stock	40,073

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIGBY JOSEPH M C/O PEPSCO HOLDINGS, INC. 701 - 9TH STREET, NW WASHINGTON, DC 20068			CHAIRMAN, PRESIDENT AND CEO	

Signatures

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

02/14/2014

**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).

- This amendment to the reporting person's Form 4 is being filed to correct an inadvertent error in reporting the number of shares underlying the vested RSU award and includable in Table II (and the corresponding number reported on Table I) in connection with the vesting thereof.
- Each RSU was settled by delivery to the reporting person of one share of PHI common stock, without the payment of the reporting person of any consideration.
 - Includes restricted stock units (RSUs) awarded under the Pepco Holdings, Inc. (PHI) 2012 Long-Term Incentive Plan (or its predecessor) (LTIP) which may be settled solely by delivery of one share of PHI common stock per RSU (and may not be settled in cash), including pursuant to the crediting of dividend equivalents, held by the reporting person as of the date of this report.
 - This award of time-based RSUs was granted on January 27, 2011 and automatically vested on January 27, 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.