

**UNITED STATES**

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

Form 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 or 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported)

October 24, 2002

PEPCO HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

000-33049  
(Commission File  
Number)

52-2297449  
(I.R.S. Employer  
Identification No.)

701 Ninth Street, N. W., Washington, D. C  
(Address of principal executive offices)

20068  
(Zip Code)

Registrant's telephone number, including area code

(202) 872-3526

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events.

Exhibit 99, attached hereto, is hereby incorporated by reference.

Item 7. Financial Statements and Exhibits.

(c) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>	<u>Reference</u>
99	Press Release of Pepco Holdings, Inc. dated as of October 24, 2002.	Filed herewith.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PEPCO HOLDINGS, INC.  
(Registrant)

October 24, 2002  
DATE

By: A. W. WILLIAMS  
Andrew W. Williams  
Senior Vice President and  
Chief Financial Officer