

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)

May 7, 2004

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

Delaware
(State or other jurisdiction
of incorporation)

001-31403
(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 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>	<u>Reference</u>
99	News Release of Pepco Holdings, Inc. dated May 7, 2004.	Included herewith.

Item 12. Results of Operations and Financial Condition -- On May 7, 2004, Pepco Holdings issued a news release announcing its first quarter 2004 operating results. The news release is furnished as Exhibit 99 to this Form 8-K.

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)

May 7, 2004
DATE

By: /s/ Andrew W. Williams
Andrew W. Williams
Senior Vice President and
Chief Financial Officer