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**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 5, 2004

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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  
(IRS Employer  
Identification No.)

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

20068  
(Zip Code)

Registrant's telephone number, including area code (202) 872-3526

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure.**

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

**Item 9.01 Financial Statements and Exhibits.**

99            Pepco Holdings, Inc. Presentation

**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.

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PEPCO HOLDINGS, INC.

(Registrant)

Date      October 5, 2004

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JOSEPH M. RIGBY

Name:     Joseph M. Rigby  
Title:     Senior Vice President and  
             Chief Financial Officer