

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 25, 2001

POTOMAC ELECTRIC POWER COMPANY
(Exact name of registrant as specified in its charter)

District of Columbia and Virginia
(State or other jurisdiction
of incorporation)

1-1072
(Commission File
Number)

53-0127880
(I.R.S. Employer
Identification No.)

1900 Pennsylvania Avenue, 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 Potomac Electric Power Company dated as of October 25, 2001. | 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.

Potomac Electric Power Company
(Registrant)

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

October 25, 2001
DATE