

PEPCO HOLDINGS LLC
 Form 4
 March 24, 2016

FORM 4

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

OMB APPROVAL

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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 *
REESE HALLIE M

(Last) (First) (Middle)

C/O PEPCO HOLDINGS, INC., 701
 - 9TH STREET, NW, EP-1300

(Street)

WASHINGTON, DC 20068

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
03/23/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
VICE PRESIDENT- PHI SERVICE CO

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

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	03/23/2016		D		46,609.678	D	\$ 27.25
Common Stock ⁽¹⁾	03/23/2016		D		4,442.376	D	\$ 27.25

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

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 (9-02)

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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)
Phantom Stock Units - MSPP	(2)	03/23/2016		D	1,312.0615	(3) (2)	Common Stock 1,312.00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REESE HALLIE M C/O PEPCO HOLDINGS, INC. 701 - 9TH STREET, NW, EP-1300 WASHINGTON, DC 20068			VICE PRESIDENT- PHI SERVICE CO	

Signatures

/s/ Jane K. Storer,
Attorney-in-Fact
Date: 03/24/2016

**Signature of Reporting Person

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).
- (1) In connection with the consummation of the merger (the Merger) of a wholly owned subsidiary of Exelon Corporation with and into Pepco Holdings, Inc. (PHI) on March 23, 2016, each share of PHI common stock was canceled and converted into the right to receive \$27.25 in cash, without interest.
 - (2) In connection with the Merger, each phantom stock unit was converted into the right to receive \$27.25 per unit in cash, subject to the terms and conditions of that certain Amended and Restated Agreement and Plan of Merger, dated July 18, 2014.
 - (3) All Phantom Stock Units vested as of January 2, 2005.

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.