## Edgar Filing: CRONIN EDMUND B JR - Form 4

CRONIN ED Form 4	MUND B JR										
October 27, 2	.006										
FORM	Л									PPROVAL	
	UNITE	D STATES		ITIES AN hington, I			NGE (	COMMISSION	OMB Number:	3235-0287	
Check this if no longe	ər								Expires:	January 31, 2005	
subject to	5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Estimated a	Estimated average		
Section 16 Form 4 or									burden hou	•	
Form 5	Filed r	oursuant to S	Section 16	b(a) of the	Securitie	es Ex	chang	ge Act of 1934,	response	0.5	
obligation may contin	<sup>8</sup> Section 1						-	f 1935 or Sectio	n		
See Instruction 1(b).		30(h)	of the Inv	vestment C	Company	Act	of 194	40			
(Print or Type R	esponses)										
CRONIN EDMUND B JR Symbol				2. Issuer Name <b>and</b> Ticker or Trading /mbol EPCO HOLDINGS INC [POM]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			1	(Check all applicable)				
(M			(Month/Day/Year) 10/26/2006					X Director Officer (give below)		6 Owner er (specify	
Lilleetiiv	(Street)		4 If Δmer	ndment Date	Original			6 Individual or I	oint/Groun Filir	19(Check	
			Amendment, Date Original Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
ROCKVILL	E, MD 20852							Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	rivative S	ecuri	ties Aco	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction 1 (Month/Day/Ye	ear) Executio any	emed on Date, if Day/Year)	3. Transaction Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) o of (D 4 and (A) or	)	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 Beneficial Ownership (Instr. 4)	
Common Stock								1,425	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (1)	<u>(2)</u>	10/26/2006		А	158.0403		(2)	(2)	Common Stock	158.0403
Phantom Stock (1)	(2)	10/27/2006		А	78.3699		(2)	(2)	Common Stock	78.3699

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh					
1 0	Director	10% Owner	Officer	Other			
CRONIN EDMUND B JR WRIT, SUITE 800 6110 EXECUTIVE BOULEVARD ROCKVILLE, MD 20852	Х						
Signatures							
Edmund B. Cronin, Jr. by Ellen Sher Attorney-in-Fact	10/27/2006						
<u>**</u> Signature of Reporting		Date					
Explanation of Responses:							

## u nespunses.

- \* 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).

Acquired in consideration for services, with the number of shares of phantom stock calculated by dividing the amount of meeting fees and/or retainer payable (\$2,000 per meeting or that portion of the annual retainer of \$45,000 and, if applicable, Committee Chairman (1) annual retainer of either \$5,000 or \$7,500, which the director elected to receive in phantom stock) by the market price of the Pepco Holdings, Inc. (PHI) shares at the close of business two business days before the meeting or retainer payment date, respectively.

Phantom stock on a date specified or to be specified by the participant is settled in cash in an amount equal to the market price of the PHI (2) common stock on the settlement date.

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.