

POTOMAC ELECTRIC POWER CO  
Form 8-K  
January 24, 2002

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)

January 24, 2002

POTOMAC ELECTRIC POWER COMPANY

(Exact name of registrant as specified in its charter)

District of Columbia and Virginia

1-1072

53-0127880

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(I.R.S. Employer  
Identification No.)

701 Ninth Street, N. W., Washington, D. C

20068

(Address of principal executive offices)

(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)

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Item 5. Other Events

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

Item 7. Financial Statements and Exhibits

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(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 January 24, 2002.	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

January 24, 2002  
DATE