

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 25, 2002

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.)

701 Ninth Street, 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 7. Financial Statements and Exhibits.

(c) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>	<u>Reference</u>
12	Computation of Ratios	Filed herewith.
23	Consent of Independent Accountants	Filed herewith.
99	The 2001 consolidated financial statements of the Company and Subsidiaries, together with the report thereon of PricewaterhouseCoopers dated January 18, 2002; and Management's Discussion and Analysis of Consolidated Results of Operations and Financial Condition as well as selected financial data.	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 25, 2002
DATE

