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): **March 31, 2005**

POTOMAC ELECTRIC POWER COMPANY
(Exact Name of Registrant as Specified in Its Charter)

District of Columbia and Virginia	**001-01072**	**53-0127880**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

701 Ninth Street, N. W.
Washington, D. C. 20068
(Address of Principal Executive Offices) (Zip Code)

(202) 872-3526
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03   Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 31, 2005, the Board of Directors of Potomac Electric Power Company amended the Company's By-Laws to insert a provision under Article III, Section 1 pertaining to regional officers of the Company. The amended By-Laws are filed herewith as Exhibit 3.

Item 9.01   Financial Statements and Exhibits.

(c) Exhibits.

3   By-Laws

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SIGNATURES

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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.

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POTOMAC ELECTRIC POWER COMPANY

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By:____/s/   William J. Sim_____
    Name: William J. Sim
    Title: President and Chief Operating
                Officer

Date: April 4, 2005