

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)

April 1, 2004

ATLANTIC CITY ELECTRIC COMPANY
(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction
of incorporation)

001-3559
(Commission File
Number)

21-0398280
(I.R.S. Employer
Identification No.)

800 King Street, P.O. Box 231, Wilmington, Delaware
(Address of principal executive offices)

19899
(Zip Code)

Registrant's telephone number, including area code

(302) 429-3018

(Former Name or Former Address, if Changed Since Last Report)

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Item 5. Other Events.

Atlantic City Electric Company (the "Company") has entered into a Purchase Agreement, dated April 1, 2004, between the Company and Banc One Capital Markets, Inc., Scotia Capital (USA) Inc., and Wachovia Capital Markets, LLC (the "Purchase Agreement"), for the offer and sale of \$120,000,000 in aggregate principal amount of 5.80% Senior Notes due May 15, 2034 (the "Senior Notes") issued under the Indenture, dated as of April 1, 2004, between the Company and The Bank of New York, as trustee (the "Senior Note Indenture"). The offer and sale of the Senior Notes are registered with the Securities and Exchange Commission on Registration Statement on Form S-3 (Registration No. 333-108861).

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> | <u>Reference</u> |
|--------------------|-------------------------------|------------------|
| 1 | Purchase Agreement. | Filed herewith. |
| 4.1 | Form of Senior Note. | Filed herewith. |
| 4.2 | Senior Note Indenture. | Filed herewith. |
| 4.3 | Supplemental Indenture. | Filed herewith. |
| 5 | Opinion of Kirk J. Emge | 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.

ATLANTIC CITY ELECTRIC COMPANY
(Registrant)

By: JOSEPH M. RIGBY
Joseph M. Rigby
President and Chief Executive Officer

April 6, 2004
DATE