

WGL HOLDINGS INC

Form 4

October 04, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ARNOLD ELIZABETH M

(Last) (First) (Middle)

101 CONSTITUTION AVENUE,
NW

(Street)

WASHINGTON, DC 20080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
WGL HOLDINGS INC [WGL]

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/01/2005		A		4,120.88	A	\$ 0
Common Stock	10/01/2005		F		1,533.88	D	\$ 32.13
Common Stock							3,404.6456

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

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SEC 1474
(9-02)

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number.

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

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. Transaction Code (Instr. 8)	5. Number of Derivative 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
Employee Stock Option (right to buy)	\$ 27.12							09/30/2002	09/30/2009	Common Stock	4,402
Employee Stock Option (right to buy)	\$ 26.88							09/30/2003	09/30/2010	Common Stock	5,975
Employee Stock Option (right to buy)	\$ 26.89							09/30/2004	09/30/2011	Common Stock	10,107
Employee Stock Option (right to buy)	\$ 23.91							10/01/2005	10/01/2012	Common Stock	11,637
Employee Stock Option (right to buy)	\$ 27.58							10/01/2006	10/01/2013	Common Stock	12,250
Employee Stock Option (right to buy)	\$ 28.26							10/01/2007	10/01/2014	Common Stock	13,345
Employee Stock	\$ 32.13	10/01/2005		A		12,005		10/01/2008	10/01/2015	Common Stock	12,005

Option
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARNOLD ELIZABETH M 101 CONSTITUTION AVENUE, NW WASHINGTON, DC 20080			Vice President	

Signatures

By Douglas V. Pope, pursuant to written authorization filed with the
Commission. /s/

10/04/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) This line reports vesting of performance shares under a plan exempt under Rule 16b-3. Total securities owned following this transaction are reported on the second line of this Table following withholding of shares for taxes.
- (2) This line reports withholding of performance shares for taxes under a plan exempt under Rule 16b-3. This total includes shares acquired through reinvestment of dividends under the company's dividend reinvestment and common stock purchase plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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