

WGL HOLDINGS INC
Form 4
October 04, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KLIN FREDERIC 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
 Officer (give title below) _____ Other (specify below)
Vice President and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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		6,229.88	A	\$ 0
Common Stock	10/01/2005		F		2,766.88	D	\$ 32.13
Common Stock					864.3593	I	

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

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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)	\$ 22.62					03/31/2002 03/31/2009	Common Stock 7,353
Employee Stock Option (right to buy)	\$ 27.12					09/30/2002 09/30/2009	Common Stock 6,315
Employee Stock Option (right to buy)	\$ 26.88					09/30/2003 09/30/2010	Common Stock 6,895
Employee Stock Option (right to buy)	\$ 26.89					09/30/2004 09/30/2011	Common Stock 12,272
Employee Stock Option (right to buy)	\$ 23.91					10/01/2005 10/01/2012	Common Stock 17,590
Employee Stock Option (right to buy)	\$ 27.58					10/01/2006 10/01/2013	Common Stock 27,297
Employee Stock	\$ 28.26					10/01/2007 10/01/2014	Common Stock 29,117

Option
(right to
buy)

Employee
Stock

Option (right to buy)	\$ 32.13	10/01/2005		A	26,411	10/01/2008	10/01/2015	Common Stock	26,411
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLINE FREDERIC M 101 CONSTITUTION AVENUE, NW WASHINGTON, DC 20080			Vice President and CFO	

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.