

WGL HOLDINGS INC
Form 4
October 02, 2006

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 *
MCCALLISTER TERRY D

(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)
10/01/2006

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)
President and COO

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	11,559.3728 (1)	D	
Common Stock				Code V Amount (D) Price	965.756	I	401-K

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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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)	\$ 24.06					06/30/2003 06/30/2010	Common Stock 7,050
Employee Stock Option (right to buy)	\$ 26.88					09/30/2003 09/30/2010	Common Stock 7,661
Employee Stock Option (right to buy)	\$ 26.89					09/30/2004 09/30/2011	Common Stock 15,750
Employee Stock Option (right to buy)	\$ 23.91					10/01/2005 10/01/2012	Common Stock 29,129
Employee Stock Option (right to buy)	\$ 27.58					10/01/2006 10/01/2013	Common Stock 42,474
Employee Stock Option (right to buy)	\$ 28.26					10/01/2007 10/01/2014	Common Stock 45,117
Employee Stock Option (right to buy)	\$ 32.13					10/01/2008 10/01/2015	Common Stock 41,083

buy)

Employee
Stock

Option	\$ 31.34	10/01/2006		A	56,460	10/01/2009	10/01/2016	Common Stock	56,460
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(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCALLISTER TERRY D 101 CONSTITUTION AVENUE, NW WASHINGTON, DC 20080			President and COO	

Signatures

Terry D. McCallister By Douglas V. Pope, pursuant to written authorization filed with the Commission.

10/02/2006

__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 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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