

KUMAR RUBOCK WILMA  
Form 4  
October 30, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KUMAR RUBOCK WILMA

(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)  
10/27/2006

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)  
Vice President-Washington Gas

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 10/27/2006                           |  | M                              | 2,627 A \$ 26.88  | 6,492.5941 <sup>(1)</sup>   | D  |  |
| Common Stock                    | 10/27/2006                           |  | M                              | 4,491 A \$ 26.89  | 10,983.5941 <sup>(1)</sup>  | D  |  |
| Common Stock                    | 10/27/2006                           |  | S                              | 7,118 D \$ 33   | 3,865.5941  | D  |  |
| Common Stock                    |                                      |  |                                |   | 2,378.48  | 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)

**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 |                 |                      | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|-----------------|----------------------|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | Acquired (A)                       | Disposed of (D) | (Instr. 3, 4, and 5) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 26.88   | 10/27/2006                           |  | M                              | 2,627                              |                 |                      | 09/30/2003   | 09/30/2010      | Common Stock  | 2,627                      |
| Employee Stock Option (right to buy)       | \$ 26.89   | 10/27/2006                           |  | M                              | 4,491                              |                 |                      | 09/30/2004   | 09/30/2011      | Common Stock  | 4,491                      |
| Employee Stock Option (right to buy)       | \$ 27.58   |                                      |  |                                |                                    |                 |                      | 10/01/2006   | 10/01/2013      | Common Stock  | 11,680                     |
| Employee Stock Option (right to buy)       | \$ 28.26   |                                      |  |                                |                                    |                 |                      | 10/01/2007   | 10/01/2014      | Common Stock  | 11,677                     |
| Employee Stock Option (right to buy)       | \$ 32.13   |                                      |  |                                |                                    |                 |                      | 10/01/2008   | 10/01/2015      | Common Stock  | 10,515                     |
| Employee Stock Option                      | \$ 31.34   |                                      |  |                                |                                    |                 |                      | 10/01/2009   | 10/01/2016      | Common Stock  | 14,300                     |

(right to  
buy)

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                          |
|---|--|
|   | Director   10% Owner   Officer   Other |
| KUMAR RUBOCK WILMA<br>101 CONSTITUTION AVENUE, NW<br>WASHINGTON, DC 20080 | Vice President-Washington Gas          |

## Signatures

Wilma Kumar-Rubock, By Douglas V. Pope, pursuant to written authorization filed with the Commission.

10/30/2006

\_\_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 includes shares acquired through reinvestment of dividends under the Company's dividend reinvestment 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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