

WGL HOLDINGS INC  
 Form 5  
 October 01, 2007

**FORM 5**

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**09/30/2007**

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

6. Individual or Joint/Group Reporting (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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â (A) or (D) Price	9,414.112 <sup>(1)</sup>	D	Â
Common Stock	Â	Â	Â	Â Â Â (A) or (D) Price	3,695.7476	I	401-K

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

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SEC 2270 (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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stk Option (Right to Buy)	\$ 26.89	Â	Â	Â	Â	Â	09/30/2004	09/30/2011	Common Stock	10,107
Employee Stk Option (Right to Buy)	\$ 23.91	Â	Â	Â	Â	Â	10/01/2005	10/01/2012	Common Stock	7,300
Employee Stk Option (Right to Buy)	\$ 27.58	Â	Â	Â	Â	Â	10/01/2006	10/01/2013	Common Stock	12,250
Employee Stk Option (Right to Buy)	\$ 28.26	Â	Â	Â	Â	Â	10/01/2007	10/01/2014	Common Stock	13,345
Employee Stk Option (Right to Buy)	\$ 32.13	Â	Â	Â	Â	Â	10/01/2008	10/01/2015	Common Stock	12,005
Employee Stk Option (Right to Buy)	\$ 31.34	Â	Â	Â	Â	Â	10/01/2009	10/01/2016	Common Stock	16,309

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARNOLD ELIZABETH M	Â	Â	Â Vice President	Â

101 CONSTITUTION AVENUE, NW  
WASHINGTON, DC 20080

## Signatures

Elizabeth M. Arnold By Douglas V. Pope, pursuant to written authorization filed with the  
Commission.

10/01/2007

\_\_\_\_\_  
\*\*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 provided is insufficient, *see* Instruction 6 for procedure.  
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