

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 *
DEGRAFFENREIDT JAMES H JR

(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)
Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D) Price	76,333.3292 (1)	D	

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

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

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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 Stock Option (right to buy)	\$ 26.89	Â	Â	Â	Â	Â	09/30/2004	09/30/2011	Common Stock	52,501
Employee Stock Option (right to buy)	\$ 23.91	Â	Â	Â	Â	Â	10/01/2005	10/01/2012	Common Stock	71,863
Employee Stock Option (right to buy)	\$ 27.58	Â	Â	Â	Â	Â	10/01/2006	10/01/2013	Common Stock	95,799
Employee Stock Option (right to buy)	\$ 28.26	Â	Â	Â	Â	Â	10/01/2007	10/01/2014	Common Stock	96,224
Employee Stock Option (right to buy)	\$ 32.13	Â	Â	Â	Â	Â	10/01/2008	10/01/2015	Common Stock	87,635
Employee Stock Option (right to buy)	\$ 31.34	Â	Â	Â	Â	Â	10/01/2009	10/01/2016	Common Stock	116,465

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

DEGRAFFENREIDT JAMES H JR
101 CONSTITUTION AVENUE, NW X A A Chairman and CEO A
WASHINGTON, DC 20080

Signatures

James H. DeGraffenreidt, Jr. 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. 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.