

WGL HOLDINGS INC
Form 4
May 15, 2008

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 *
CHAPMAN ADRIAN P

(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)
05/14/2008

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 Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	05/14/2008		M	2,933 A \$ 26.88	14,836.4213 (1)	D	
Common Stock	05/14/2008		S	2,933 D \$ 35.25	11,903.4213 (1)	D	
Common Stock	05/14/2008		M	141 A \$ 26.89	12,044.4213 (1)	D	
Common Stock	05/14/2008		S	141 D \$ 35.25	11,903.4213 (1)	D	
Common Stock					174.0968	I	401-K

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

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(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 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)	\$ 27.12					09/30/2002 09/30/2009	Common Stock 2,689
Employee Stock Option (right to buy)	\$ 26.88	05/14/2008		M	2,933	09/30/2003 09/30/2010	Common Stock 2,933
Employee Stock Option (right to buy)	\$ 26.89	05/14/2008		M	141	09/30/2004 09/30/2011	Common Stock 7,941
Employee Stock Option (right to buy)	\$ 27.58					10/01/2006 10/01/2013	Common Stock 16,705
Employee Stock Option (right to buy)	\$ 28.26					10/01/2007 10/01/2014	Common Stock 17,794
Employee Stock	\$ 32.13					10/01/2008 10/01/2015	Common Stock 17,429

Option
(right to
buy)

Employee
Stock

Option \$ 31.34
(right to
buy)

10/01/2009 10/01/2016 Common Stock 25,999

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAPMAN ADRIAN P 101 CONSTITUTION AVENUE, NW WASHINGTON, DC 20080			Vice President-Washington Gas	

Signatures

Adrian P. Chapman By Douglas V. Pope, pursuant to written authorization filed with the Commission.

05/15/2008

__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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