

WGL HOLDINGS INC  
Form 4  
May 20, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
**SIMS ROBERTA W**

(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)  
**05/19/2008**

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	05/19/2008		M	400 A \$ 27.58	15,743.316 (1)	D	
Common Stock	05/19/2008		S	400 D \$ 35	15,343.316 (1)	D	
Common Stock	05/20/2008		M	11,280 A \$ 27.58	26,623.316 (1)	D	
Common Stock	05/20/2008		S	11,280 D \$ 35	15,343.316 (1)	D	
Common Stock	05/20/2008		M	6,891 A \$ 26.89	22,234.316 (1)	D	

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Common Stock	05/20/2008	S	6,891	D	\$ 35	15,343.316 (1)	D	
Common Stock						3,396.0586	I	401-K

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)

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)	Amount or Number of Shares	
					V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 26.89	05/20/2008		M	6,891	10/01/2004	10/01/2011	Common Stock	6,891
Employee Stock Option (right to buy)	\$ 27.58	05/19/2008		M	400	10/01/2006	10/01/2013	Common Stock	400
Employee Stock Option (right to buy)	\$ 27.58	05/20/2008		M	11,280	10/01/2006	10/01/2013	Common Stock	11,280
Employee Stock Option (right to buy)	\$ 28.26					10/01/2007	10/01/2014	Common Stock	11,677
Employee Stock Option	\$ 32.13					10/01/2008	10/01/2015	Common Stock	10,515

(right to  
buy)

Employee  
Stock

Option \$ 31.34

(right to  
buy)

10/01/2009 10/01/2016

Common  
Stock

14,300

## Reporting Owners

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

## Signatures

Roberta W. Sims By Douglas V. Pope, pursuant to written authorization filed with the  
Commission.

05/20/2008

\_\_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 and 460.3132 shares held as custodian for the reporting person's son.

Note: File three copies of this Form, one of which must be manually signed. If space 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.