

WGL HOLDINGS INC  
Form 5  
October 01, 2008

**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 \*  
**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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**09/30/2008**

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 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	Â	Â	Â	Â	15,498.7199 (1)	D	Â
Common Stock	Â	Â	Â	Â	3,479.6209	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)	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 28.26	Â	Â	Â	Â	Â	10/01/2007	10/01/2014	Common Stock	11,677
Employee Stock Option (right to buy)	\$ 32.13	Â	Â	Â	Â	Â	10/01/2008	10/01/2015	Common Stock	10,515
Employee Stock Option (right to buy)	\$ 31.34	Â	Â	Â	Â	Â	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	Â	Â	Â	Vice President-Washington Gas

## Signatures

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

10/01/2008

\*\*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 464.9754 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 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.