

Ammann Vincent L Jr  
 Form 4  
 August 10, 2010

**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 \*  
 Ammann Vincent L 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. Date of Earliest Transaction  
 (Month/Day/Year)

08/06/2010

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 and CFO

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	08/06/2010		M		10,760	A	\$ 32.13
Common Stock	08/06/2010		S		10,760	D	\$ 36.75
Common Stock	08/06/2010		M		3,472	A	\$ 31.34
Common Stock	08/06/2010		S		3,472	D	\$ 36.75
Common Stock	08/09/2010		M		11,115	A	\$ 31.34

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Common Stock	08/09/2010		S	11,115	D	\$ 36.75	12,788	D	
Common Stock							843.6442	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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 28.26					10/01/2007	10/01/2014	Common Stock	6,121
Employee Stock Option (right to buy)	\$ 32.13	08/06/2010		M	10,760	10/01/2008	10/01/2015	Common Stock	10,760
Employee Stock Option (right to buy)	\$ 31.34	08/06/2010		M	3,472	10/01/2009	10/01/2016	Common Stock	25,526
Employee Stock Option (right to buy)	\$ 31.34	08/09/2010		M	11,115	10/01/2009	10/01/2016	Common Stock	22,054

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ammann Vincent L Jr 101 CONSTITUTION AVENUE, NW WASHINGTON, DC 20080			Vice President and CFO	

## Signatures

Vincent L. Ammann By Arden T. Phillips, pursuant to written authorization filed with the Commission

08/10/2010

\_\_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).

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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