

MCCALLISTER TERRY D
 Form 4
 May 23, 2011

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 *
MCCALLISTER TERRY D

2. Issuer Name and Ticker or Trading Symbol
WGL HOLDINGS INC [WGL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 101 CONSTITUTION AVENUE,
 NW

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/19/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

(Street)
 WASHINGTON, DC 20080

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 05/19/2011 | | M | 827 A \$ 32.13 | 61,353.99 ⁽¹⁾ | D | |
| Common Stock | 05/19/2011 | | S | 827 D \$ 39.6 | 60,526.99 ⁽¹⁾ | D | |
| Common Stock | 05/20/2011 | | M | 19,173 A \$ 32.13 | 79,699.99 ⁽¹⁾ | D | |
| Common Stock | 05/20/2011 | | S | 19,173 D \$ 39.6 | 60,526.99 ⁽¹⁾ | D | |
| Common Stock | | | | | 1,954.04 | 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) | \$ 32.13 | 05/19/2011 | | M | 827 | 10/01/2008 | 10/01/2015 | Common Stock | 827 |
| Employee Stock Option (right to buy) | \$ 32.13 | 05/20/2011 | | M | 19,173 | 10/01/2008 | 10/01/2015 | Common Stock | 19,173 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCALLISTER TERRY D 101 CONSTITUTION AVENUE, NW WASHINGTON, DC 20080 | X | | Chairman and CEO | |

Signatures

Terry D. McCallister By Arden T. Phillips, pursuant to written authorization filed with the Commission.

05/23/2011

__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).

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(1) This total 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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