

CHAPMAN ADRIAN P
Form 4
November 26, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
CHAPMAN ADRIAN P

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/24/2008

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Vice President-Washington Gas

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/24/2008		M		16,305	A	\$ 27.58
							32,254.0078 (1)
Common Stock	11/24/2008		S		16,305	D	\$ 36.02
							15,949.0078 (1)
Common Stock	11/24/2008		M		17,794	A	\$ 28.26
							33,743.0078 (1)
Common Stock	11/24/2008		S		17,794	D	\$ 36.02
							15,949.0078 (1)
Common Stock	11/24/2008		M		17,429	A	\$ 32.13
							33,378.0078 (1)

Edgar Filing: CHAPMAN ADRIAN P - Form 4

Common Stock	11/24/2008	S	17,429	D	\$ 36.5	15,949.0078 (1)	D	
Common Stock						179.47	I	401-K

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 27.58	11/24/2008		M	16,305	10/01/2006 10/01/2013	Common Stock	16,305
Employee Stock Option (right to buy)	\$ 28.26	11/24/2008		M	17,794	10/01/2007 10/01/2014	Common Stock	17,794
Employee Stock Option (right to buy)	\$ 32.13	11/24/2008		M	17,429	10/01/2008 10/01/2015	Common Stock	17,429
Employee Stock Option (right to buy)	\$ 31.34					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.

11/26/2008

__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.

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.