

Lowe Mark
Form 4
July 10, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lowe Mark

(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)

07/06/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Vice President-Washington Gas

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	07/06/2018		A	4,343 ⁽¹⁾	A \$ 0	14,975.0904 ⁽²⁾	D
Common Stock	07/06/2018		D	14,975.0904	D \$ 0 ⁽³⁾	0	D

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

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information contained in this form are not
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(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lowe Mark
101 CONSTITUTION AVENUE, NW
WASHINGTON, DC 20080

Vice President-Washington Gas

Signatures

/s/ Mark Lowe, by Leslie T. Thornton,
Attorney-in-fact

07/10/2018

__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).

This line reports vesting of performance shares under a plan exempt under Rule 16b-3. The vesting of the shares was accelerated as of the

(1) Effective Time as such term is defined in that certain Agreement and Plan of Merger by and among WGL Holdings, Inc. (the "Company"), AltaGas Ltd. and Wrangler, Inc. ("Wrangler"), dated January 25, 2017 (the "Merger Agreement").

(2) Includes shares acquired through dividend reinvestment plan.

Effective July 6, 2018, pursuant to the Merger Agreement, Wrangler merged with and into the Company, with the Company as the

(3) surviving entity (the "Merger"). Pursuant to the Merger, each share of Company common stock was converted into the right to receive \$88.25 per share.

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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