

Ammann Vincent L Jr
 Form 4
 July 10, 2018

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 *
 Ammann Vincent L Jr

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)
 11/28/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President and CFO

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 | 11/28/2017 | | G | | 300 ⁽¹⁾ | D | \$ 0 51,915 |
| Common Stock | 07/03/2018 | | G | | 200 ⁽¹⁾ | D | \$ 0 51,715 |
| Common Stock | 07/03/2018 | | G | | 600 ⁽²⁾ | D | \$ 0 51,115 |
| Common Stock | 07/05/2018 | | G | | 100 ⁽¹⁾ | D | \$ 0 51,015 |
| Common Stock | 07/06/2018 | | A | | 13,279 ⁽³⁾ | A | \$ 0 64,294 |

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| | | | | | | | | |
|--------------|------------|---|------------|---|-------------|---|---|-------|
| Common Stock | 07/06/2018 | D | 64,294 | D | \$ 0 (4) | 0 | D | |
| Common Stock | 07/06/2018 | D | 1,579.0867 | D | \$ 0 (4) | 0 | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

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

Signatures

/s/ Vincent L. Ammann, Jr., 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).
- (1) Gift to Child
- (2) Charitable gift

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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

(3) 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").

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

(4) 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. 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.