

WESTWOOD HOLDINGS GROUP INC
 Form 4
 June 09, 2014

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 *
 BYRNE SUSAN M

2. Issuer Name and Ticker or Trading Symbol
 WESTWOOD HOLDINGS GROUP INC [WHG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

(Last) (First) (Middle)
 200 CRESCENT COURT, SUITE 1200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/05/2014

DALLAS, TX 75201

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	06/05/2014	06/09/2014	S		5,500	D	\$ 58.687 (1)	17,500	I	Family Foundation
Common Stock	06/05/2014	06/09/2014	S		1,264	D	\$ 59.0904 (2)	16,236	I	Family Foundation
Common Stock	06/06/2014	06/09/2014	S		4,532	D	\$ 58.8836 (3)	11,704	I	Family Foundation
Common Stock	06/09/2014	06/09/2014	S		1,704	D	\$ 58.7752	10,000	I	Family Foundation

(4)

Common Stock		336,945	D	
Common Stock		12,576	I	By Spouse

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				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
BYRNE SUSAN M 200 CRESCENT COURT SUITE 1200 DALLAS, TX 75201				Chairman of the Board

Signatures

Julie K. Gerron as attorney-in-fact 06/09/2014

__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).

Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$58.00 to \$58.9980 per share. Full information regarding the number of shares sold at each separate price will be provided to the Commission staff, the issuer, or a security holder of the issuer upon request.

(1) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$59.00 to \$59.21 per share. Full information regarding the number of shares sold at each separate price will be provided to the Commission staff, the issuer, or a security holder of the issuer upon request.

(2) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$58.80 to \$59.20 per share. Full information regarding the number of shares sold at each separate price will be provided to the Commission staff, the issuer, or a security holder of the issuer upon request.

(3) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$58.50 to \$59.0800 per share. Full information regarding the number of shares sold at each separate price will be provided to the Commission staff, the issuer, or a security holder of the issuer upon request.

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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