

CASEY BRIAN O
Form 4
June 04, 2012

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 *
CASEY BRIAN O

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)
President & CEO

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

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2012

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
common stock	05/31/2012		M	3,223 A \$ 12.9	384,635	D	
common stock	05/31/2012		S	3,223 D \$ 35.6	381,412	D	
common stock	05/31/2012		G	V 3,000 (1) D \$ 0	378,412	D	
common stock	05/31/2012		G	V 1,050 (2) D \$ 0	377,362	D	
common stock	05/31/2012		G	V 350 (3) A \$ 0	700	I	As UTMA custodian

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common stock	05/31/2012	G	V	350 (4)	A	\$ 0	700	I	for daughter. As UTMA custodian for son.
common stock	05/31/2012	G	V	350 (4)	A	\$ 0	700	I	As UTMA custodian for son.
common stock	06/04/2012	M		571	A	\$ 12.9	377,933	D	
common stock	06/04/2012	S		571	D	\$ 34.5	377,362	D	

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)	8. Amount or Number of Shares
stock option	\$ 12.9	05/31/2012		M	3,223	07/02/2006 07/02/2012	common stock	3,223
stock option	\$ 12.9	06/04/2012		M	571	07/02/2006 07/02/2012	common stock	571

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASEY BRIAN O 200 CRESCENT COURT	X		President & CEO	

SUITE 1200
DALLAS, TX 75201

Signatures

William R. Hardcastle, Jr. as
attorney-in-fact

06/04/2012

**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) Represents gift of shares to a charitable gift fund.
- (2) Represents transfer of shares to reporting person as custodian for each of his three children under Uniform Transfers to Minors Act.
- (3) Represents transfer of shares to reporting person as custodian for daughter under Uniform Transfers to Minors Act.
- (4) Represents transfer of shares to reporting person as custodian for son under Uniform Transfers to Minors Act.

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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