

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 13F

OMB APPROVAL

OMB Number: 3235-0006
Expires: July 31, 2015
Estimated average burden
hours per response: 23.8

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 03-31-2016

Check here if Amendment Amendment Number:

This Amendment (Check only one.): is a restatement.

adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: WESTWOOD HOLDINGS GROUP INC

Address: 200 CRESCENT COURT

SUITE 1200

DALLAS, TX 75201

Form 13F File
Number: 028-15581

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Tiffany B. Kice

Title: Chief Financial Officer

Phone: 214-756-6900

Signature, Place, and Date of Signing:

Tiffany B. Kice

[Signature]

Dallas, TX

[City, State]

05-16-2016

[Date]

Report Type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Form 13F Summary Page

Report Summary:

Number of Other Included Managers: 3

Form 13F Information Table Entry Total: 399

Form 13F Information Table Value Total: 11,585,100

(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
2		WESTWOOD MANAGEMENT CORP /TX
3		WESTWOOD INTERNATIONAL ADVISORS INC.
4		WESTWOOD TRUST

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FORM 13F INFORMATION TABLE

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
			VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGER	SOLE	SHARED	NONE
3M Co	COM	88579Y101	10,494	62,979	SH		DFND	2,4	62,979	0	0
Abbott Labs	COM	2824100	148,199	3,542,877	SH		DFND	2.4	3,461,997	32,080	48,800
Abbvie Inc	COM	00287Y109	5,531	96,829	SH		DFND	4	96,829	0	0
Accenture Plc Ireland	CL A	G1151C101	4,627	40,095	SH		DFND	2	38,545	0	1,550
Adobe Systems Inc.	COM	00724F101	426	4,540	SH		DFND	4	4,540	0	0
Advance Auto Parts Inc	COM	00751Y106	3,764	23,475	SH		DFND	2	23,475	0	0
Aetna Inc New	COM	00817Y108	86,917	773,635	SH		DFND	2,4	743,703	11,237	18,695
Agco Corp	COM	1084102	2,087	42,000	SH		DFND	2,3	42,000	0	0
Agrium Inc	COM	8916108	7,344	83,182	SH		DFND	4	83,182	0	0
Air Prods & Chems Inc	COM	9158106	19	135	SH		DFND	2	135	0	0
Alamo Group Inc.	COM	11311107	30	545	SH		DFND	2,4	545	0	0
Albemarle Corp	COM	12653101	43,038	673,199	SH		DFND	2,4	539,575	12,838	120,786
Alexandria Real Estate Eq Inc	COM	15271109	170,943	1,880,764	SH		DFND	2,4	1,740,284	0	140,480
Allergan Plc	SHS	G0177J108	6,603	24,636	SH		DFND	4	24,636	0	0
Allete Inc	COM	18522300	10,770	192,089	SH		DFND	2,4	192,089	0	0
Alliant Energy Corp	COM	18802108	68,021	915,748	SH		DFND	2,4	715,216	17,112	183,420
Allstate Corp	COM	20002101	8,834	131,127	SH		DFND	2,4	126,070	5,057	0
Alphabet Inc	CAP STK CL C	02079K107	7,642	10,258	SH		DFND	4	10,258	0	0
Alphabet Inc.	COM	02079K305	606	794	SH		DFND	4	794	0	0
Altria Group Inc	COM	02209S103	9,547	152,371	SH		DFND	2,4	152,371	0	0
Amazon Inc	COM	23135106	791	1,332	SH		DFND	4	1,332	0	0
Amc Networks Inc	COM	00164V103	66,811	1,028,824	SH		DFND	2,4	812,354	18,240	198,230
Amdocs Ltd	COM	G02602103	235,809	3,902,816	SH		DFND	2,4	3,507,148	59,741	335,927
American Campus Munitities	COM	24835100	1,403	29,790	SH		DFND	2,4	29,790	0	0
American Finl Group Inc Ohio	COM	25932104	916	13,011	SH		DFND	2	13,011	0	0
American Intl Group Inc	COM	26874784	104,243	1,928,652	SH		DFND	2,4	1,853,293	27,784	47,575
American Tower Corp	COM NEW	03027X100	3,708	36,230	SH		DFND	2,4	36,230	0	0

American Wtr Wks Co Inc	COM NEW	30420103	1,176	17,057	SH	DFND	2	17,057	0	0
Amerisafe Inc	COM	03071H100	6,773	128,903	SH	DFND	2,4	128,903	0	0
Amphenol Corp	CL A NEW	32095101	5,799	100,300	SH	DFND	2	100,300	0	0
Amt 5.25 05/17 Pfd	PFD	03027X308	52	500	SH	DFND	2	500	0	0
Anadarko Pete Corp	COM	32511107	5	100	SH	DFND	2,4	0	0	100
Anheuser Busch Inbev Sa/Nv	SPONSORED ADR	03524A108	8,361	67,066	SH	DFND	4	67,066	0	0
Antero Midstream Partners Lp	LP COM UNIT	03673L103	8,398	379,840	SH	DFND	2,4	379,840	0	0
Anthem Inc Unit 5.25 05/18 Pfd	UNIT	36752202	47	1,000	SH	DFND	2	1,000	0	0
Apogee Enterprises Inc	COM	37598109	44,434	1,012,402	SH	DFND	2,4	931,942	16,795	63,665
Apple Inc	COM	37833100	107,405	985,461	SH	DFND	2,4	952,613	11,697	21,151
Arc Logistics Partners Lp	LP COM UNIT	03879N101	459	44,891	SH	DFND	2	44,891	0	0
At&T Inc	COM	00206R102	5,749	146,770	SH	DFND	2,3,4	146,670	0	100
Automatic Data Processing Inc	COM	53015103	141	1,570	SH	DFND	2	1,570	0	0
Avalonbay Cmnty Inc	COM	53484101	2,524	13,274	SH	DFND	2,4	13,274	0	0
Avg Technologies	COM	N07831105	38,333	1,847,389	SH	DFND	2,4	1,683,892	25,699	137,798
Avnet Inc	COM	53807103	12,332	278,383	SH	DFND	2,4	172,803	0	105,580
B/E Aerospace Inc	COM	73302101	36,220	785,332	SH	DFND	2,4	610,658	13,688	160,986
Ballantyne Strong Inc	COM	58516105	68	14,900	SH	DFND	2	0	0	14,900
Banco Bilbao Vizcaya Argenta	SPONSORED ADR	05946K101	139	21,280	SH	DFND	4	21,280	0	0
Bancorpsouth Inc	COM	59692103	922	43,255	SH	DFND	2	43,255	0	0
Bank Amer Corp	COM	60505104	100,214	7,412,283	SH	DFND	2,4	7,123,494	95,389	193,400
Bankunited Inc	COM	06652K103	74,755	2,170,577	SH	DFND	2,4	1,711,294	42,873	416,410
Banner Corp	COM NEW	06652V208	948	22,556	SH	DFND	2	22,556	0	0
Bard C R Inc	COM	67383109	39,471	194,758	SH	DFND	2,4	137,503	3,210	54,045
Becton Dickinson & Co	COM	75887109	200,586	1,321,210	SH	DFND	2,4	1,297,404	9,325	14,481
Berkshire Hathaway Inc	CL B NEW	84670702	2,665	18,785	SH	DFND	2,4	18,597	0	188
Bershire Hills Bancorp	COM	84680107	10,509	390,814	SH	DFND	2,4	390,814	0	0
Block H & R	COM	93671105	52,843	2,000,111	SH	DFND	2,4	1,566,467	35,258	398,386
Boeing Co	COM	97023105	118,969	937,201	SH	DFND	2,4	918,310	6,491	12,400
Bok Finl Corp	COM NEW	05561Q201	210	3,844	SH	DFND	4	3,844	0	0
Booz Allen Hamilton Hldg Corp	COM	99502106	182,296	6,020,362	SH	DFND	2,4	5,257,831	101,131	661,400
Borgwamer Inc	COM	99724106	26,901	700,555	SH	DFND	2,4	456,796	10,799	232,960
Boston Properties Inc	COM	101121101	100	790	SH	DFND	4	790	0	0
Brandywine Rlty Tr Sh Ben Int	INT NEW	105368203	45	3,220	SH	DFND	4	3,220	0	0
Bristol Myers Squibb Co	COM	110122108	6,280	98,310	SH	DFND	2,3,4	98,310	0	0

Broad Ltd	COM	Y09827109	4,527	29,300	SH	DFND	2	29,300	0	0
Broadridge Finl Solutions Inc	COM	11133T103	80,581	1,358,645	SH	DFND	2,4	1,108,077	20,612	229,956
Brocade Munciations Sys Inc	COM	111621306	39,302	3,714,720	SH	DFND	2,4	2,964,444	58,883	691,393
Buckeye Partners L P	UNIT LTD PARTN	118230101	16,168	237,974	SH	DFND	4	237,974	0	0
Cabelas Inc	COM	126804301	651	13,377	SH	DFND	2	12,927	0	450
Cable One Inc	COM	12685J105	67,032	153,344	SH	DFND	2,4	119,419	2,780	31,145
California Resources Corp	COM	13057Q107	0	3	SH	DFND	2	3	0	0
Callon Pete Co	COM	13123X102	9,165	1,035,631	SH	DFND	2,4	1,035,631	0	0
Camden Ppty Tr Sh Ben Int	SH BEN INT	133131102	36	430	SH	DFND	4	430	0	0
Capital One Finl Corp	COM	14040H105	55,120	795,263	SH	DFND	2,3,4	795,263	0	0
Cardinal Health Inc	COM	14149Y108	88,298	1,077,464	SH	DFND	2,4	1,036,605	14,094	26,765
Cardtronics Inc	COM	14161H108	64,321	1,787,187	SH	DFND	2,4	1,589,784	52,603	144,800
Cast Corp	CL A NEW	20030N101	233,286	3,819,345	SH	DFND	2,4	3,738,161	28,184	53,000
Caterpillar Inc	DEL COM	149123101	1,304	17,037	SH	DFND	2,3	17,037	0	0
Cedar Fair Lp	LP DEP UNIT	150185106	40,597	682,874	SH	DFND	2,4	665,852	17,022	0
Chemical Finl Corp	COM	163731102	11,326	317,343	SH	DFND	2,4	317,343	0	0
Cheniere Energy Inc	COM NEW	16411R208	443	13,083	SH	DFND	4	13,083	0	0
Chesapeake Energy Corp	COM	165167107	10,588	2,569,888	SH	DFND	4	2,569,888	0	0
Chevron Corp	COM	166764100	85,755	898,904	SH	DFND	2,4	865,044	10,310	23,550
Church & Dwight Inc	COM	171340102	11,718	127,120	SH	DFND	4	127,120	0	0
Cigna Corporation	COM	125509109	71,759	522,863	SH	DFND	2,4	502,470	5,993	14,400
Citigroup Inc	COM NEW	172967424	8,166	195,593	SH	DFND	4	195,593	0	0
Claymore Exchange Trd Fd Tr 2	ETF	18383Q879	22	965	SH	DFND	2	70	0	895
Clubcorp Hldgs Inc	COM	18948M108	45,974	3,274,493	SH	DFND	2,4	2,940,051	59,742	274,700
Cms Energy Corp	COM	125896100	50	1,175	SH	DFND	2	1,175	0	0
Coach Inc	COM	189754104	608	15,160	SH	DFND	4	15,160	0	0
Coca Cola Co	COM	191216100	582	12,543	SH	DFND	2,4	12,543	0	0
Colgate Palmolive Co	COM	194162103	96,722	1,369,027	SH	DFND	2,4	1,314,292	18,725	36,010
Columbia Bkg Sys Inc	COM	197236102	11,844	395,869	SH	DFND	2,4	395,869	0	0
Columbia Pipeline Group Inc	COM	198280109	7,875	313,745	SH	DFND	2,4	313,745	0	0
Cone Midstream Partners Lp	LP COM UNIT	206812109	9,566	764,630	SH	DFND	2,4	764,630	0	0
Conmed Corp	COM	207410101	43,046	1,026,376	SH	DFND	2,4	946,347	18,629	61,400
Conocophillips	COM	20825C104	203	5,052	SH	DFND	2,4	5,052	0	0
Constellation Brands Inc	CL A	21036P108	1,115	7,377	SH	DFND	2	7,377	0	0
Continental Bldg Prods Inc	COM	211171103	11,086	597,287	SH	DFND	2,4	597,287	0	0
Cooper Cos Inc	COM	216648402	84,062	545,963	SH	DFND	2,4	431,436	10,622	103,905

Costco Whsl Corp	COM	22160K105	209	1,325	SH	DFND	2,4	1,320	0	5
Credicorp Ltd	COM	G2519Y108	69,373	529,528	SH	DFND	2,3	387,645	0	141,883
Cubsmart	COM	229663109	823	24,710	SH	DFND	2,4	24,710	0	0
Curtiss Wright Corp	COM	231561101	1,126	14,877	SH	DFND	2	14,877	0	0
Cvs Health Corporation	COM	126650100	12,842	123,799	SH	DFND	2,4	123,379	0	420
Cyrusone Inc	COM	23283R100	12,734	278,942	SH	DFND	2,4	278,942	0	0
D 6 07/16 Pfd	NEW UNIT	25746U885	52	900	SH	DFND	2	900	0	0
Davita Healthcare Partners	COM	23918K108	279	3,800	SH	DFND	4	3,800	0	0
Deere & Co	COM	244199105	533	6,915	SH	DFND	2,4	6,815	0	100
Delek Logistics Partners Lp	LP COM UNIT	24664T103	8,151	259,578	SH	DFND	2,4	259,578	0	0
Devon Energy Corp	COM NEW	25179M103	2	76	SH	DFND	2	76	0	0
Diamondback Energy Inc	COM	25278X109	33,547	434,649	SH	DFND	2,4	342,262	4,087	88,300
Dicks Sporting Goods Inc	COM	253393102	76,427	1,634,792	SH	DFND	2,4	1,314,643	27,390	292,759
Dillard's Inc	COM	254067101	39,795	468,664	SH	DFND	2,4	364,499	7,484	96,681
Discover Finl Svcs	COM	254709108	9,057	177,874	SH	DFND	4	177,874	0	0
Disney Walt Co Disney	COM	254687106	3,681	37,057	SH	DFND	2,4	36,812	0	245
Dollar Gen Corp	COM	256677105	12,325	143,990	SH	DFND	4	143,990	0	0
Dominion Midstream Partners, Lp	COM UNIT RP LP	257454108	12,806	379,434	SH	DFND	2,4	379,434	0	0
Douglas Emmett Inc	COM	25960P109	616	20,450	SH	DFND	2,4	20,450	0	0
Dr Pepper Snapple Group Inc	COM	26138E109	13,811	154,442	SH	DFND	2,4	100,747	0	53,695
Dst Sys Inc Del	COM	233326107	78,051	692,137	SH	DFND	2,4	665,858	7,829	18,450
Dte Energy Co.	COM	233331107	33,948	374,457	SH	DFND	2,4	243,408	7,729	123,320
Dts Inc	COM	23335C101	8,286	380,434	SH	DFND	2,4	380,434	0	0
Du Pont E I De Nemours & Co	COM	263534109	856	13,509	SH	DFND	4	13,509	0	0
Dun & Bradstreet Corp	DEL NEW	26483E100	6,952	67,439	SH	DFND	2	67,439	0	0
East West Bancorp Inc	COM	27579R104	33,542	1,032,700	SH	DFND	2,4	820,478	18,865	193,357
Edgewell Personal Care Co.	COM	28035Q102	35,234	437,531	SH	DFND	2,4	343,423	7,872	86,236
Emerson Elec Co	COM	291011104	59	1,080	SH	DFND	2	1,080	0	0
Empire St Rlty Tr	CL A	292104106	1,169	66,670	SH	DFND	2,4	66,670	0	0
Employers Holdings Inc	COM	292218104	10,972	389,895	SH	DFND	2,4	389,895	0	0
Energizer Holdings Inc.	COM	29272W109	79,302	1,957,610	SH	DFND	2,4	1,556,842	35,419	365,349
Energy Transfer Equity L P	LP COM UNIT	29273V100	566	79,364	SH	DFND	2,4	77,904	0	1,460
Energy Transfer Prtnrs L P Unit	UNIT LTD PARTN	29273R109	25,832	798,761	SH	DFND	2,4	798,761	0	0
Enerplus Corp	COM	292766102	83	21,100	SH	DFND	4	21,100	0	0
Enersis Americas-Spons Adr	SPONSORED ADR	29274F104	9,894	711,776	SH	DFND	2,3	711,776	0	0

Enlink Midstream Llc Unit	COM	29336T100	4,152	369,094	SH	DFND	2,4	369,094	0	0
Enterprise Prods Partners L P	COM	293792107	125,124	5,082,231	SH	DFND	2,4	5,080,711	0	1,520
Eog Res Inc	COM	26875P101	80,806	1,113,341	SH	DFND	2,4	1,069,262	17,679	26,400
Eqt Corp	COM	26884L109	46,337	688,931	SH	DFND	2,4	663,103	12,028	13,800
Eqt Midstream Partners Lp Unit	LP UNIT	26885B100	30,821	414,100	SH	DFND	2,4	414,100	0	0
Equifax Inc	COM	294429105	64,551	564,806	SH	DFND	2,4	439,876	9,686	115,244
Equity Residential Sh Ben Int	SH BEN INT	29476L107	2,977	39,680	SH	DFND	2,4	39,680	0	0
Everyday Health Inc	COM	300415106	3,366	600,998	SH	DFND	2,4	600,998	0	0
Express Scripts Holding Pan	COM	30219G108	3,077	44,800	SH	DFND	2	44,800	0	0
Exxon Mobil Corp	COM	30231G102	123,041	1,471,948	SH	DFND	2,3,4	1,427,434	12,484	32,030
Fedex Corp	COM	31428X106	67,396	414,179	SH	DFND	2,4	398,786	4,683	10,710
Fei Co	COM	30241L109	1,152	12,941	SH	DFND	2	12,941	0	0
First Rep Bk San Francisco Cal	COM	33616C100	905	13,580	SH	DFND	2	13,580	0	0
Flir Sys Inc	COM	302445101	77,023	2,337,577	SH	DFND	2,4	1,858,004	43,084	436,489
Flowserve Corp	COM	34354P105	1,634	36,800	SH	DFND	2	36,800	0	0
Fluor Corp	COM NEW	343412102	1,275	23,735	SH	DFND	2	23,525	0	210
Fmc Technologies Inc	COM	30249U101	338	12,370	SH	DFND	4	12,370	0	0
Fomento Economico Mexicano Sab	SPON ADR UNITS	344419106	57,374	595,720	SH	DFND	2,3	490,679	0	105,041
Foot Locker Inc	COM	344849104	2,472	38,330	SH	DFND	2	38,230	0	100
Ford Mtr Co	COM PAR \$0.01	345370860	163	12,082	SH	DFND	4	12,082	0	0
Frontier Munciations Corp	COM	35906A108	0	34	SH	DFND	2	34	0	0
Ftr Pfd 11.125 06/18	PFD CONV SER-A	35906A207	1,044	10,000	SH	DFND	2	10,000	0	0
G & K Services	COM	361268105	1,025	13,992	SH	DFND	2	13,992	0	0
Generac Hldgs Inc	COM	368736104	3,094	83,071	SH	DFND	2,3	83,071	0	0
General Dynamics Corp	COM	369550108	172,056	1,309,701	SH	DFND	2,4	1,281,856	9,590	18,255
General Electric Co	COM	369604103	78,583	2,471,948	SH	DFND	2,4	2,471,948	0	0
General MIs Inc	COM	370334104	183,890	2,902,771	SH	DFND	2,4	2,854,016	18,355	30,400
General Mtrs Co	COM	37045V100	5,172	164,584	SH	DFND	2,4	164,584	0	0
Genuine Parts Co	COM	372460105	7,719	77,690	SH	DFND	2	77,425	0	265
Gilead Sciences Inc	COM	375558103	3,803	41,395	SH	DFND	2,4	41,000	0	395
Glacier Bancorp Inc	COM	37637Q105	10,866	427,455	SH	DFND	2,4	427,455	0	0
Global Pmts Inc	COM	37940X102	9,705	148,630	SH	DFND	4	148,630	0	0
Gorman Rupp Co	COM	383082104	5,577	215,056	SH	DFND	2,4	215,056	0	0
Graco Inc	COM	384109104	1,395	16,619	SH	DFND	2	16,619	0	0
Grainger W W Inc	COM	384802104	12,128	51,959	SH	DFND	2,4	48,385	1,574	2,000
Great Westn Bancorp Inc	COM	391416104	1,291	47,345	SH	DFND	2	47,345	0	0
Haemonetics Corp	COM	405024100	75,672	2,163,296	SH	DFND	2,4	1,781,498	34,599	347,199

Halliburton Co	COM	406216101	297	8,302	SH	DFND	4	8,302	0	0
Hanesbrands Inc	COM	410345102	32,196	1,136,059	SH	DFND	2,4	887,945	20,949	227,165
Hartford Finl Svcs Group Inc	COM	416515104	210,297	4,563,743	SH	DFND	2,4	4,274,989	33,343	255,411
Hasbro Inc	COM	418056107	345	4,304	SH	DFND	2	504	0	3,800
Hawaiian Holdings Inc	COM	419879101	1,863	39,481	SH	DFND	2	39,481	0	0
Hcp Inc	COM	40414L109	1,438	44,130	SH	DFND	2,4	44,130	0	0
Heartland Express Inc	COM	422347104	10,811	582,845	SH	DFND	2,4	582,845	0	0
Helen Of Troy Corp Ltd	COM	G4388N106	77,304	745,535	SH	DFND	2,4	584,268	13,232	148,035
Heritage Merce Corp	COM	426927109	5,252	524,594	SH	DFND	2,4	524,594	0	0
Hershey Co	COM	427866108	44	475	SH	DFND	2	475	0	0
Hibbett Sports, Inc	COM	428567101	5,986	166,745	SH	DFND	2,4	166,745	0	0
Hni Corp	COM	404251100	1,011	25,800	SH	DFND	2	25,800	0	0
Home Bancshares Inc	COM	436893200	65,926	1,609,920	SH	DFND	2,4	1,255,430	28,719	325,771
Home Depot Inc	COM	437076102	108,955	816,568	SH	DFND	2,4	789,134	9,659	17,775
Homestreet Inc	COM	43785V102	3,339	160,434	SH	DFND	2,4	160,434	0	0
Honeywell Intl Inc	COM	438516106	220,543	1,968,253	SH	DFND	2,3,4	1,940,863	8,590	18,800
Hormel Foods Corp	COM	440452100	24	550	SH	DFND	2	550	0	0
Host Hotels & Resorts Inc	COM	44107P104	688	41,238	SH	DFND	2,4	41,238	0	0
Hubbell Inc	CL B	443510607	9,845	92,942	SH	DFND	2,4	42,162	0	50,780
Hudson Pac Pptys	COM	444097109	1,209	41,820	SH	DFND	2,4	41,820	0	0
Huntington Ingalls Industries	COM	446413106	63,355	462,647	SH	DFND	2,4	359,165	8,460	95,022
Illinois Tool Wks Inc	COM	452308109	32	315	SH	DFND	2	315	0	0
Ingersoll-Rand Plc Shs	SHS	G47791101	1,294	20,873	SH	DFND	2,4	20,873	0	0
Integra Lifesciences Hldgs Cp	COM	457985208	43,849	650,966	SH	DFND	2,4	601,771	10,187	39,008
Intel Corp	COM	458140100	11,255	347,899	SH	DFND	4	347,899	0	0
Intercontinental Exchange In	COM	45866F104	7,563	32,164	SH	DFND	4	32,164	0	0
International Business Machs	COM	459200101	766	5,058	SH	DFND	4	5,058	0	0
Intl Speedway Corp	CL A	460335201	11,306	306,321	SH	DFND	2,4	306,321	0	0
Invesco Ltd Shs	COM	G491BT108	71,240	2,315,248	SH	DFND	2,4	2,231,793	26,105	57,350
Ishares Msci India Etf	ETF	46429B598	54,300	2,002,200	SH	DFND	2,3	2,002,200	0	0
Ishares Msci Taiwan Etf	ETF	464286731	47,263	3,410,000	SH	DFND	2,3	3,410,000	0	0
Ishares Tr	MSCI EAFE ETF	464287465	589	10,303	SH	DFND	4	10,303	0	0
Ishares Tr	RUSSELL 2000 ETF	464287655	959	8,666	SH	DFND	4	8,666	0	0
Itt Corp	COM NEW	450911201	4	100	SH	DFND	2	0	0	100
J & J Snack Foods Corp	COM	466032109	43,662	403,233	SH	DFND	2,4	338,883	5,624	58,726
J2 Global Inc	COM	48123V102	82,811	1,344,770	SH	DFND	2,4	1,085,918	24,514	234,338

Jarden Corp	COM	471109108	65,080	1,103,987	SH	DFND	2,4	842,079	18,888	243,020
Johnson & Johnson	COM	478160104	279,618	2,584,277	SH	DFND	2,4	2,527,350	19,045	37,882
Jones Lang Lasalle Inc	COM	48020Q107	3,591	30,611	SH	DFND	2	30,611	0	0
Jpmorgan Chase & Co	COM	46625H100	147,064	2,483,346	SH	DFND	2,3,4	2,392,804	33,206	57,336
Kaman Corp	COM	483548103	8,418	197,187	SH	DFND	2,4	197,187	0	0
Kansas City Southern	COM	485170302	13	150	SH	DFND	4	150	0	0
Kapstone Paper & Packaging Crp	COM	48562P103	46,852	3,382,780	SH	DFND	2,4	3,090,449	54,731	237,600
Kelly Svcs Inc	CL A	488152208	6,054	316,644	SH	DFND	2,4	316,644	0	0
Kilroy Rlty Corp	COM	49427F108	503	8,120	SH	DFND	2,4	8,120	0	0
Kimberly Clark	COM	494368103	300	2,225	SH	DFND	2,4	2,225	0	0
Kimco Rlty Corp	COM	49446R109	658	22,892	SH	DFND	2,4	22,892	0	0
Kinder Morgan Inc	COM	49456B101	14,456	809,372	SH	DFND	2,4	809,372	0	0
Kinder Morgan Inc Del Pfd Ser	PFD SER A	49456B200	23,100	512,200	SH	DFND	2	512,200	0	0
Kirby Corp	COM	497266106	394	6,540	SH	DFND	4	6,540	0	0
Kite Rlty Group	COM NEW	49803T300	1,820	65,660	SH	DFND	2,4	65,660	0	0
Knoll Inc	COM	498904200	6,845	316,140	SH	DFND	2,4	316,140	0	0
L Brands Inc	COM	501797104	9,460	107,732	SH	DFND	4	107,732	0	0
Laboratory Corp Amer Hldgs	COM	50540R409	18	152	SH	DFND	2	152	0	0
Lazard Ltd	CL A	G54050102	3,193	82,300	SH	DFND	2	82,300	0	0
Legacy Tex Finl Group Inc	COM	52471Y106	11,003	559,904	SH	DFND	2,4	559,904	0	0
Liberty Ppty Tr Sh Ben Int	SH BEN INT	531172104	1,155	34,530	SH	DFND	2,4	34,530	0	0
Lions Gate Films	COM	535919203	34,874	1,596,100	SH	DFND	2,4	1,282,251	35,309	278,540
Lithia Mtrs Inc	COM	536797103	10,725	122,811	SH	DFND	2,4	122,811	0	0
Littelfuse Inc	COM	537008104	10,800	87,727	SH	DFND	2,4	87,727	0	0
Lockheed Martin Corp	COM	539830109	2,802	12,650	SH	DFND	2	12,565	0	85
Louisiana Pac Corp	COM	546347105	11,059	646,016	SH	DFND	4	646,016	0	0
Lowes Cos Inc	COM	548661107	610	8,050	SH	DFND	2	8,050	0	0
Magellan Midstream Ptrns Lp	COM UNIT RP LP	559080106	89,733	1,304,244	SH	DFND	2,4	1,303,624	0	620
Marathon Oil Corp	COM	565849106	194	17,424	SH	DFND	2,4	17,324	0	100
Marathon Pete Corp	COM	56585A102	2,439	65,600	SH	DFND	2	65,500	0	100
Marcus Corp	COM	566330106	9,217	486,391	SH	DFND	2,4	486,391	0	0
Markel Corp	COM	570535104	17,314	19,419	SH	DFND	2,4	9,691	235	9,493
Matador Res Co	COM	576485205	1,807	95,300	SH	DFND	4	95,300	0	0
Matrix Svc Co	COM	576853105	5,280	298,313	SH	DFND	2,4	298,313	0	0
Mccormick & Co Inc Non Vtg	COM	579780206	98,953	994,705	SH	DFND	2,4	954,034	10,636	30,035
Medonalds Corp	COM	580135101	44	350	SH	DFND	2	350	0	0
Mckesson Corp	COM	58155Q103	9,907	63,004	SH	DFND	2,4	62,904	0	100

Mead Johnson Nutrition Pany	COM	582839106	18,800	221,255	SH	DFND	2,4	137,105	0	84,150
Medtronic Plc	SHS	G5960L103	8,531	113,752	SH	DFND	4	113,752	0	0
Merck & Co Inc New	COM NEW	58933Y105	42	800	SH	DFND	2	800	0	0
Merit Med Sys Inc	COM	589889104	6,107	330,329	SH	DFND	2,4	330,329	0	0
Methanex Corp	COM	59151K108	771	24,000	SH	DFND	4	24,000	0	0
Metlife Inc	COM	59156R108	66,796	1,520,189	SH	DFND	2,3,4	1,520,189	0	0
Microsoft Corp	COM	594918104	147,212	2,665,407	SH	DFND	2,3,4	2,609,259	15,973	40,175
Mid-Amer Apt Cmnty Inc	COM	59522J103	1,440	14,090	SH	DFND	2,4	14,090	0	0
Miller Herman Inc	COM	600544100	40,595	1,314,163	SH	DFND	2,4	1,198,533	18,830	96,800
Mks Instrument Inc	COM	55306N104	6,032	160,207	SH	DFND	2,4	160,207	0	0
Mohawk Inds Inc	COM	608190104	21,658	113,452	SH	DFND	2,4	63,871	1,191	48,390
Mondelez Intl Inc	CL A	609207105	4,205	104,807	SH	DFND	2	104,807	0	0
Moodys Corp	COM	615369105	8,638	89,456	SH	DFND	2,3	89,456	0	0
Mplx Lp Unit Rep Ltd	UNIT REP LTD	55336V100	18,921	637,296	SH	DFND	2,4	637,296	0	0
National Retail Ppty Inc	COM	637417106	1,197	25,913	SH	DFND	2,3	25,913	0	0
Nautilus Inc	COM	63910B102	1,085	56,156	SH	DFND	2	56,156	0	0
Netease Inc Sponsored ADR	SPONSORED ADR	64110W102	28,971	201,775	SH	DFND	2	167,702	0	34,073
New Jersey Res	COM	646025106	292	8,010	SH	DFND	4	8,010	0	0
Newfield Expl Co	COM	651290108	3,210	96,527	SH	DFND	4	96,527	0	0
Newmont Mining Corp	COM	651639106	3	120	SH	DFND	2	120	0	0
Nextera Energy Inc	COM	65339F101	121,402	1,025,875	SH	DFND	2,4	1,001,335	7,240	17,300
Nike Inc Cl B	CL B	654106103	548	8,920	SH	DFND	4	8,920	0	0
Nordstrom Inc	COM	655664100	28,909	505,313	SH	DFND	2	445,625	9,888	49,800
Northwestern Corp New	COM	668074305	78,477	1,270,883	SH	DFND	2,4	1,029,065	20,484	221,334
Nxp Semiconductors N V	COM	N6596X109	9,082	112,032	SH	DFND	4	112,032	0	0
Occidental Pete Corp	COM	674599105	51,980	759,613	SH	DFND	2,4	759,513	0	100
Omni Group Inc	COM	681919106	5,965	71,664	SH	DFND	2,3	71,664	0	0
Omniceil Inc	COM	68213N109	10,908	391,386	SH	DFND	2,4	391,386	0	0
Opus Bk Irvine Calif	COM	684000102	35,467	1,043,141	SH	DFND	2,4	957,262	14,379	71,500
Oracle Corp	COM	68389X105	208	5,080	SH	DFND	4	5,080	0	0
Osi Systems Inc	COM	671044105	54,602	833,737	SH	DFND	2,4	765,667	10,670	57,400
Owens & Minor Inc	COM	690732102	33,195	821,259	SH	DFND	2,4	631,394	14,551	175,314
Oxford Industries	COM	691497309	10,909	162,259	SH	DFND	2,4	162,259	0	0
Parker Hannifin Corp	COM	701094104	2,001	18,015	SH	DFND	2	14,415	0	3,600
Pass Minerals Intl Inc	COM	20451N101	156	2,200	SH	DFND	2	2,200	0	0
Patrick Inds Inc	COM	703343103	498	10,962	SH	DFND	2	10,962	0	0
Patterson Panies	COM	703395103	86,585	1,860,828	SH	DFND	2,4	1,454,442	31,665	374,721
Paypal Holdings Inc	COM	70450Y103	76,311	1,976,966	SH	DFND	4	1,898,660	22,706	55,600

Pdc Energy Inc	COM	69327R101	53,180	894,534	SH	DFND	2,4	723,105	19,169	152,260
Pepsico Inc	COM	713448108	172,309	1,681,390	SH	DFND	2,4	1,659,604	8,251	13,535
Perkinelmer Inc	COM	714046109	36,540	738,765	SH	DFND	2,4	584,002	12,908	141,855
Pfizer Inc	COM	717081103	10,960	369,762	SH	DFND	2,4	369,762	0	0
Philip Morris Intl Inc	COM	718172109	482	4,914	SH	DFND	2,4	4,914	0	0
Phillips 66	COM	718546104	492	5,686	SH	DFND	4	5,686	0	0
Phillips 66 Partners Lp Unit	LP COM UNIT	718549207	10,946	174,890	SH	DFND	2,4	174,890	0	0
Pinnacle Finl Partners Inc	COM	72346Q104	992	20,220	SH	DFND	2	20,220	0	0
Pitney-Bowes Inc.	COM	724479100	105,202	4,884,012	SH	DFND	2,4	3,928,122	98,409	857,481
Plains All Amern Pipeline L P	LP COM UNIT	726503105	15,492	738,788	SH	DFND	2,4	737,728	0	1,060
Plains Gp Hldgs L P Shs A Rep	SHS A REP	72651A108	15	1,765	SH	DFND	2	0	0	1,765
Platform Specialty Prods Corp	COM	72766Q105	495	57,611	SH	DFND	2	57,611	0	0
Pnc Finl Svcs Group Inc	COM	693475105	7,640	90,340	SH	DFND	4	90,340	0	0
Polyone Corp	COM	73179P106	69,750	2,305,800	SH	DFND	2,4	1,777,909	37,933	489,958
Potlatch Corp New	COM NEW	737630103	8,540	271,089	SH	DFND	2,4	271,089	0	0
Powershares India Etf Tr India	ETF	73935L100	9,317	485,000	SH	DFND	2,3	485,000	0	0
Premier Inc	CL A	74051N102	57,831	1,733,533	SH	DFND	2,4	1,303,685	32,048	397,800
Price T Rowe Group Inc	COM	74144T108	5,890	80,183	SH	DFND	2,3	80,023	0	160
Privatebancorp Inc	COM	742962103	61,013	1,580,640	SH	DFND	2,4	1,272,207	28,704	279,729
Procter & Gamble Co	COM	742718109	1,083	13,166	SH	DFND	2,4	13,166	0	0
Prologis Inc	COM	74340W103	1,237	27,993	SH	DFND	2,4	27,993	0	0
Ps Business Pks Inc	COM	69360J107	94,485	940,055	SH	DFND	2,4	846,035	0	94,020
Public Storage	COM	74460D109	2,866	10,390	SH	DFND	2,4	10,390	0	0
Qualm Inc	COM	747525103	8,394	164,137	SH	DFND	2,4	158,771	5,366	0
Randgold Res Ltd	ADR	752344309	3,175	34,958	SH	DFND	2,3	34,958	0	0
Raymond James Financial Inc	COM	754730109	600	12,599	SH	DFND	2	12,599	0	0
Raytheon Co	COM	755111507	111,517	909,380	SH	DFND	2,3,4	898,386	6,194	4,800
Regency Ctrs Corp	COM	758849103	3,895	52,040	SH	DFND	2,4	52,040	0	0
Republic Svcs Inc	COM	760759100	8	172	SH	DFND	2	172	0	0
Royal Dutch Shell Plc Spons Ad	SPONS ADR A	780259206	563	11,633	SH	DFND	2,4	11,633	0	0
Rsp Permian Inc	COM	74978Q105	64,177	2,209,961	SH	DFND	2,4	1,853,652	43,864	312,445
Rush Enterprises	COM	781846209	4,809	263,662	SH	DFND	2,4	263,662	0	0
Safety Ins Group Inc	COM	78648T100	5,485	96,126	SH	DFND	2,4	96,126	0	0
Schlumberger Ltd	COM	806857108	57,136	774,743	SH	DFND	2,4	745,028	8,515	21,200
Schulman A Inc	COM	808194104	11,391	418,481	SH	DFND	2,4	418,481	0	0
Select Sector Spdr Tr	SBI HEALTHCARE	81369Y209	1,888	27,854	SH	DFND	4	27,854	0	0
Select Sector Spdr Tr	SBI CONS STPLS	81369Y308	7,542	142,145	SH	DFND	4	142,145	0	0

Select Sector Spdr Tr	SBI CONS DISCR	81369Y407	6,972	88,145	SH	DFND	4	88,145	0	0
Select Sector Spdr Tr	SBI INT-FINL	81369Y605	522	23,204	SH	DFND	4	23,204	0	0
Select Sector Spdr Tr	SBI INT-INDS	81369Y704	2,705	48,750	SH	DFND	4	48,750	0	0
Select Sector Spdr Tr	TECHNOLOGY	81369Y803	677	15,263	SH	DFND	4	15,263	0	0
Semgroup Corp	COM	81663A105	4,311	192,474	SH	DFND	2,4	191,824	0	650
Sempra Energy	COM	816851109	2,942	28,275	SH	DFND	2	28,025	0	250
Sensient Technologies Corp	COM	81725T100	1,458	22,977	SH	DFND	2	22,977	0	0
Shell Midstream Partners Lp	UNIT LTD INT	822634101	37,749	1,031,091	SH	DFND	2,4	1,031,091	0	0
Sherwin Williams Co	COM	824348106	94,622	332,393	SH	DFND	2,4	319,493	4,900	8,000
Shire Plc	SPONSORED ADR	82481R106	6,461	37,584	SH	DFND	4	37,584	0	0
Simon Ppty Group Inc	COM NEW	828806109	102,799	494,963	SH	DFND	2,4	481,863	0	13,100
Skyworks Solutions Inc	COM	83088M102	1,336	17,154	SH	DFND	2,4	17,154	0	0
Smith A O	COM	831865209	4,273	56,000	SH	DFND	2	50,300	0	5,700
Smucker J M Co	COM	832696405	103,426	796,566	SH	DFND	2,4	704,885	11,761	79,920
South St Corp	COM	840441109	987	15,367	SH	DFND	2	15,367	0	0
Southern Co	COM	842587107	31,926	617,174	SH	DFND	2,4	617,174	0	0
Sovran Self Storage Inc	COM	84610H108	1,443	12,230	SH	DFND	2,4	12,230	0	0
Spdr Gold Trust Gold Shs	GOLD SHS	78463V107	284	2,417	SH	DFND	2,4	2,417	0	0
Spectra Energy Corp	COM	847560109	45,103	1,473,980	SH	DFND	2,4	1,473,980	0	0
Spectra Energy Partners Lp	LP COM UNIT	84756N109	14,638	304,215	SH	DFND	2,4	304,215	0	0
Stag Indl Inc	COM	85254J102	41,520	2,039,296	SH	DFND	2,4	1,896,737	0	142,559
Standex Intl Corp	COM	854231107	508	6,524	SH	DFND	2	6,524	0	0
Stanley Black & Decker Inc	COM	854502101	6,161	58,560	SH	DFND	2,3	58,560	0	0
Starbucks Corp	COM	855244109	1	10	SH	DFND	2	0	0	10
Starwood Hotels&Resorts Wrldwd	COM	85590A401	648	7,775	SH	DFND	2,4	7,675	0	100
Stericycle 5.25 09/18 Pfd	DEP PFD	858912207	692	7,400	SH	DFND	2	7,400	0	0
Summit Hotel Pptys Inc	COM	866082100	12,837	1,072,420	SH	DFND	2,4	1,072,420	0	0
Summit Midstream Partners Lp	COM UNIT LTD	866142102	8,054	474,350	SH	DFND	2,4	474,350	0	0
Sunoco Logistics Partners Lp	LP COM UNIT	86764L108	14,456	576,634	SH	DFND	2,4	576,634	0	0
Svb Finl Group	COM	78486Q101	2,948	28,886	SH	DFND	2	28,886	0	0
Synergy Res Corp	COM	87164P103	10,277	1,322,636	SH	DFND	2,4	1,322,636	0	0
Sysco Corp	COM	871829107	48	1,025	SH	DFND	2	1,025	0	0
Tanger Factory Outlets	COM	875465106	1,874	51,510	SH	DFND	2,4	51,510	0	0
Targa Res Corp	COM	87612G101	10,385	347,805	SH	DFND	2,4	347,805	0	0

Target Corp	COM	87612E106	47	575	SH	DFND	2	575	0	0
Tc Pipelines Lp	LP COM UNIT	87233Q108	8,412	174,454	SH	DFND	2,4	174,454	0	0
Te Connectivity Ltd Reg Shs	COM	H84989104	3,529	57,000	SH	DFND	2	57,000	0	0
Teleflex Inc	COM	879369106	80,653	513,684	SH	DFND	2,4	405,016	13,566	95,102
Tenaris S A Sponsored Adr	SPONSORED ADR	88031M109	38,031	1,535,995	SH	DFND	2,3	1,266,426	0	269,569
Terreno Rlty Corp	COM	88146M101	11,807	503,501	SH	DFND	2,4	503,501	0	0
Tesoro Logistics Lp Unit L	LP COM UNIT	88160T107	37,171	814,078	SH	DFND	2,4	814,078	0	0
Texas Instrs Inc	COM	882508104	89,708	1,562,328	SH	DFND	2,4	1,501,886	16,692	43,750
Textron Inc	COM	883203101	3,702	101,535	SH	DFND	2,4	101,310	0	225
Time Inc	COM	887228104	79,436	5,144,833	SH	DFND	2,4	4,316,469	77,987	750,377
Time Warner Inc	COM	887317303	143,182	1,973,568	SH	DFND	2,4	1,928,447	16,371	28,750
Tjx Cos Inc	COM	872540109	12,779	163,105	SH	DFND	2,4	162,805	0	300
Trex Co Inc	COM	89531P105	16,905	352,691	SH	DFND	2,4	352,691	0	0
Trueblue Inc	COM	89785X101	35,957	1,375,038	SH	DFND	2,4	1,243,151	21,012	110,875
Twenty First Centy Fox Inc Cl	COM	90130A101	4,768	171,025	SH	DFND	2,4	171,025	0	0
Unilever Plc	SPON ADR NEW	904767704	10,279	227,515	SH	DFND	4	227,515	0	0
Union Pac Corp	COM	907818108	90,735	1,140,608	SH	DFND	2,4	1,100,529	14,159	25,920
United Technologies Corp	COM	913017109	77,676	775,973	SH	DFND	2,4	748,644	8,829	18,500
Unitedhealth Group Inc	COM	91324P102	4,642	36,010	SH	DFND	2	35,615	0	395
Us Bancorp Del	COM	902973304	117,526	2,895,443	SH	DFND	2,4	2,887,047	8,396	0
V F Corp	COM	918204108	87,714	1,354,446	SH	DFND	2,4	1,303,011	19,135	32,300
Vale S A Adr	ADR	91912E105	3,907	928,059	SH	DFND	2,3	770,287	0	157,772
Valero Energy Corp	COM	91913Y100	10,879	169,600	SH	DFND	4	169,600	0	0
Valero Energy Partners Lp	LP COM UNIT	91914J102	14,523	306,663	SH	DFND	2,4	306,663	0	0
Vanguard Health Care Etf	ETF	92204A504	135	1,091	SH	DFND	4	1,091	0	0
Vanguard Index Fds Reit Etf	FDS REIT ETF	922908553	110	1,313	SH	DFND	2	473	0	840
Vanguard Intl Equity Index Fd	FTSE EMR MKT ET	922042858	76	2,211	SH	DFND	2	1,236	0	975
Ventas Inc	COM	92276F100	2,806	44,561	SH	DFND	2,4	44,561	0	0
Verizon Munciations Inc	COM	92343V104	99,826	1,845,902	SH	DFND	2,3,4	1,780,296	25,006	40,600
Visa Inc	COM CL A	92826C839	12,078	157,922	SH	DFND	4	157,922	0	0
Vornado Rlty Tr Sh Ben Int	TR SH BEN INT	929042109	1,125	11,915	SH	DFND	2,4	11,915	0	0
Vtti Energy Partners Lp Unit	COM	Y9384M101	7,853	424,485	SH	DFND	2,4	424,485	0	0
Wabtec Corp	COM	929740108	763	9,622	SH	DFND	2	9,622	0	0
Wal-Mart Stores Inc	COM	931142103	987	14,400	SH	DFND	2,4	14,400	0	0
Washington Real Estate Invt Tr	REIT	939653101	666	22,830	SH	DFND	2,4	22,830	0	0

Wec Energy Group, Inc	COM	92939U106	110,871	1,845,694	SH	DFND	2,4	1,639,440	20,294	185,960
Weingarten Rlty Invs	SH BEN INT	948741103	210	5,586	SH	DFND	4	5,586	0	0
Wells Fargo & Co	COM	949746101	191,884	3,967,819	SH	DFND	2,4	3,857,335	39,544	70,940
Western Alliance Bancorp	COM	957638109	1,026	30,722	SH	DFND	2	30,722	0	0
Western Gas Partners Lp Unit	LP COM UNIT	958254104	54,306	1,251,011	SH	DFND	2,4	1,251,011	0	0
Westrock Co	COM	96145D105	15,666	401,398	SH	DFND	2,4	280,633	0	120,765
Williams Partners L P	COM NEW	96949L105	10,186	498,074	SH	DFND	2,4	498,074	0	0
Williams Sonoma Inc	COM	969904101	399	7,295	SH	DFND	4	7,295	0	0
Wintrust Finl Corp	COM	97650W108	72,745	1,640,617	SH	DFND	2,4	1,357,523	26,667	256,427
Woodward Inc	COM	980745103	37,118	713,530	SH	DFND	2,4	558,871	12,347	142,312
World Pt Terms Lp Unit Rep Ltd	LP UNIT REP	98159G107	6,261	430,328	SH	DFND	2	430,328	0	0
Zions Bancorporation	COM	989701107	48,883	2,019,136	SH	DFND	2,4	1,588,318	22,328	408,490