

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>GAMCO INVESTORS, INC. ET AL</u><br><hr/> (Last) (First) (Middle)<br><u>ONE CORPORATE CENTER</u><br><hr/> (Street)<br><u>RYE NY 10580</u><br><hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>WESTWOOD HOLDINGS GROUP INC</u><br><u>[ WHG ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/03/2012</u>                               |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |  |

**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                    | 07/03/2012                           |  | S                              |   | 800   | D          | \$38.12 | 878,800   | D <sup>(1)</sup>   |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>GAMCO INVESTORS, INC. ET AL</u><br><hr/> (Last) (First) (Middle)<br><u>ONE CORPORATE CENTER</u><br><hr/> (Street)<br><u>RYE NY 10580</u><br><hr/> (City) (State) (Zip) |  |  |
|---|--|--|

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>GABELLI MARIO J</u><br><hr/> (Last) (First) (Middle)<br><u>C/O GAMCO INVESTORS, INC</u><br><u>ONE CORPORATE CENTER</u><br><hr/> (Street)<br><u>RYE NY 10580</u><br><hr/> (City) (State) (Zip) |  |  |
|--|--|--|

|  |         |          |
|--|---------|----------|
| 1. Name and Address of Reporting Person* |         |          |
| <u>GGCP, INC.</u>                        |         |          |
| (Last)                                   | (First) | (Middle) |
| 140 GREENWICH AVENUE                     |         |          |
| (Street)                                 |         |          |
| GREENWICH                                | CT      | 06830    |
| (City)                                   | (State) | (Zip)    |

**Explanation of Responses:**

1. These securities are owned by GAMCO Investors, Inc. ("GBL"). GGCP, Inc. and Mr. Mario J. Gabelli have less than a 100% interest in GBL and hereby disclaim ownership of these securities in excess of their pecuniary interests.

/s/ Douglas R. Jamieson,  
Attorney-in-Fact for MARIO J.  
GABELLI, GGCP, INC., and  
GAMCO INVESTORS, INC.

07/05/2012

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**