

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: 12-31-2013

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: MARK A. WALLACE

Title: CHIEF FINANCIAL OFFICER

Phone: 214-756-6900

**Signature, Place, and Date of Signing:**

/S/ MARK A. WALLACE

[Signature]

DALLAS, TX

[City, State]

02-11-2014

[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: 1

Form 13F Information Table Entry Total: 306

Form 13F Information Table Value Total: 13,023,522

(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	28-5046	WESTWOOD MANAGEMENT CORP.

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**FORM 13F INFORMATION TABLE**

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE		COLUMN 5 SHRS OR SH/ PUT/ INVESTMENT			COLUMN 6 OTHER MANAGER	COLUMN 7 VOTING AUTHORITY		
			(x\$1000)	PRN AMT	PRN	CALL	DISCRETION		SOLE	SHARED	NONE
ABBOTT LABS	COM	002824100	163,680	4,270,289	SH		DFND	3,559,906	36,619	673,764	
ABBVIE INC	COM	00287Y109	512	9,700	SH		DFND	9,700	0	0	
ACCENTURE PLC IRELAND SHS	SHS CLASS A	G1151C101	160,488	1,951,932	SH		DFND	1,617,270	0	334,662	
ACCESS MIDSTREAM PARTNERS L	UNIT	00434L109	42,796	756,379	SH		DFND	756,379	0	0	
ACE LTD	SHS	H0023R105	129,791	1,253,657	SH		DFND	992,395	11,826	249,436	
ADVANCE AUTO PARTS INC	COM	00751Y106	211,487	1,910,798	SH		DFND	1,494,722	30,741	385,335	
AGCO CORP	COM	001084102	4,663	78,783	SH		DFND	78,783	0	0	
AGRIUM INC	COM	008916108	1,320	14,429	SH		DFND	14,429	0	0	
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	135,879	2,135,798	SH		DFND	1,884,453	0	251,345	
ALLETE INC	COM NEW	018522300	6,739	135,100	SH		DFND	135,100	0	0	
ALLIANCE HOLDINGS GP LP	COM UNITS LP	01861G100	4,246	72,412	SH		DFND	72,412	0	0	
ALLIANT TECHSYSTEMS INC	COM	018804104	1,850	15,200	SH		DFND	15,200	0	0	
AMC NETWORKS INC	CL A	00164v103	89,521	1,314,365	SH		DFND	1,028,762	25,023	260,580	
AMDOCS LTD	ORD	G02602103	219,042	5,311,405	SH		DFND	4,177,442	78,643	1,055,320	
AMERICAN CAMPUS CMNTYS INC	COM	024835100	1,011	31,400	SH		DFND	31,400	0	0	
AMERICAN INTL GROUP INC	COM NEW	026874784	133,465	2,614,401	SH		DFND	2,063,012	30,890	520,499	
AMERICAN TOWER CORP NEW	COM	03027X100	3,137	39,300	SH		DFND	39,300	0	0	
AMERISAFE INC	COM	03071H100	3,170	75,053	SH		DFND	75,053	0	0	
AMERISOURCEBERGEN CORP	COM	03073E105	1,934	27,500	SH		DFND	26,940	0	560	
AMPHENOL CORP NEW	CL A	032095101	11,278	126,465	SH		DFND	77,665	0	48,800	
ANADARKO PETE CORP	COM	032511107	10,898	137,396	SH		DFND	133,300	3,996	100	
APOGEE ENTERPRISES INC	COM	037598109	55,236	1,538,187	SH		DFND	1,360,246	33,361	144,580	
APPLE INC COM	COM	037833100	84,363	150,373	SH		DFND	122,062	1,604	26,707	
ARC LOGISTICS PARTNERS LP	COM UT REP LPN	03879N101	4,676	213,500	SH		DFND	213,500	0	0	
ARCTIC CAT INC	COM	039670104	3,140	55,099	SH		DFND	55,099	0	0	
AT&T INC	COM	00206R102	178,900	5,088,157	SH		DFND	4,337,298	38,322	712,537	
ATLAS PIPELINE PARTNERS LP UNIT	UNIT L P INT	049392103	8,061	229,995	SH		DFND	229,995	0	0	

ATLAS RESOURCE PARTNERS LP	COM UNT LTD PR	04941A101	8,279	404,232	SH	DFND	404,232	0	0
AUTOMATIC DATA PROCESSING IN	COM	053015103	33,908	419,655	SH	DFND	419,655	0	0
AVAGO TECHNOLOGIES LTD	COM	Y0486S104	19,870	375,772	SH	DFND	185,835	0	189,937
AVALONBAY CMNTYS INC	COM	053484101	1,531	12,946	SH	DFND	12,946	0	0
AVG TECHNOLOGIES N V	SHS	N07831105	65,147	3,785,389	SH	DFND	3,271,186	65,378	448,825
AXIS CAPITAL HOLDINGS LTD	SHS	G0692U109	2,807	59,000	SH	DFND	59,000	0	0
B/E AEROSPACE INC	COM	073302101	85,217	979,168	SH	DFND	745,183	22,524	211,461
BANCFIRST CORP	COM	05945F103	3,264	58,223	SH	DFND	58,223	0	0
BANK OF AMERICA CORPORATION	COM	060505104	139,024	8,928,984	SH	DFND	6,814,309	92,230	2,022,445
BANKUNITED INC	COM	06652K103	105,949	3,218,384	SH	DFND	2,516,334	66,705	635,345
BARD C R INC	COM	067383109	4,326	32,300	SH	DFND	32,300	0	0
BBCN BANCORP INC	COM	073295107	6,693	403,462	SH	DFND	403,462	0	0
BEACON ROOFING SUPPLY INC	COM	073685109	6,855	170,195	SH	DFND	170,195	0	0
BECTON DICKINSON & CO	COM	075887109	125,007	1,131,379	SH	DFND	885,761	12,983	232,635
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	2,145	18,092	SH	DFND	16,173	0	1,919
BOEING CO	COM	097023105	104,788	767,737	SH	DFND	667,809	5,801	94,127
BOISE CASCADE CO DEL	COM	09739D100	70,987	2,407,975	SH	DFND	2,144,583	46,897	216,495
BONANZA CREEK ENERGY INC	COM	097793103	6,729	154,792	SH	DFND	154,792	0	0
BORGWARNER INC	COM	099724106	28,604	511,615	SH	DFND	342,546	8,069	161,000
BOSTON PROPERTIES INC	COM	101121101	2,539	25,300	SH	DFND	25,300	0	0
BRANDYWINE RLTY TR	SH BEN INT NEW	105368203	542	38,500	SH	DFND	38,500	0	0
BRISTOL MYERS SQUIBB CO	COM	110122108	3,291	61,922	SH	DFND	61,922	0	0
BROADRIDGE FINANCIAL SOLUTIONS	COM	11133t103	90,442	2,288,512	SH	DFND	1,756,928	49,184	482,400
CA INC	COM	12673P105	7,318	217,468	SH	DFND	84,440	0	133,028
CABELAS INC	COM	126804301	2,696	40,450	SH	DFND	40,000	0	450
CACI INTL INC	CL A	127190304	3,639	49,701	SH	DFND	49,701	0	0
CAMDEN PPTY TR	SH BEN INT	133131102	965	16,967	SH	DFND	16,967	0	0
CAMERON INTERNATIONAL CORP	COM	13342B105	3,760	63,163	SH	DFND	63,163	0	0
CANADIAN NATL RY CO	COM	136375102	3,729	65,400	SH	DFND	65,400	0	0
CAPITAL ONE FINL CORP	COM	14040H105	137,468	1,794,389	SH	DFND	1,424,726	21,182	348,481
CAREFUSION CORP	COM	14170T101	83,567	2,098,629	SH	DFND	1,614,547	42,192	441,890
CARRIZO OIL & GAS INC	COM	144577103	3,499	78,164	SH	DFND	78,164	0	0
CATERPILLAR INC DEL	COM	149123101	3,443	37,916	SH	DFND	37,916	0	0
CBL & ASSOC PPTYS INC	COM	124830100	1,345	74,900	SH	DFND	74,900	0	0
CHEMICAL FINL CORP	COM	163731102	6,580	207,772	SH	DFND	207,772	0	0
CHEVRON CORP NEW	COM	166764100	155,088	1,241,600	SH	DFND	1,026,404	8,333	206,863
CHILDRENS PL RETAIL STORES I	COM	168905107	3,395	59,600	SH	DFND	59,600	0	0

CISCO SYS INC	COM	17275R102	92,643	4,130,286	SH	DFND	3,205,835	42,226	882,225
CIT GROUP INC	COM NEW	125581801	128,322	2,461,576	SH	DFND	1,937,523	28,294	495,759
CLEAN HARBORS INC	COM	184496107	42,195	703,718	SH	DFND	539,061	14,606	150,051
COHERENT INC	COM	192479103	5,313	71,420	SH	DFND	71,420	0	0
COLFAX CORP COM	COM	194014106	94,393	1,482,071	SH	DFND	1,160,342	32,946	288,783
COLGATE PALMOLIVE CO	COM	194162103	128,427	1,969,432	SH	DFND	1,558,370	21,118	389,944
COLUMBIA BKG SYS INC	COM	197236102	6,518	237,108	SH	DFND	237,108	0	0
COMCAST CORP NEW	CL A	20030N101	171,838	3,306,801	SH	DFND	2,763,002	29,220	514,579
COMERICA INC	COM	200340107	42,155	886,728	SH	DFND	685,594	17,434	183,700
COMPASS MINERALS INTL INC	COM	20451N101	388	4,850	SH	DFND	4,850	0	0
CONOCOPHILLIPS	COM	20825C104	357	5,050	SH	DFND	5,050	0	0
CONSOL ENERGY INC	COM	20854P109	55,285	1,453,340	SH	DFND	1,162,378	26,057	264,905
CORESITE RLTY CORP	COM	21870Q105	4,118	127,918	SH	DFND	127,918	0	0
COVIDIEN PLC	SHS	G2554F113	163,994	2,408,140	SH	DFND	2,018,012	20,884	369,244
CREDICORP LTD	COM	G2519Y108	27,627	208,145	SH	DFND	184,397	0	23,748
CRESTWOOD MIDSTREAM PARTNERS	UNIT LTD PARTNER	226378107	9,134	366,991	SH	DFND	366,991	0	0
CROSSTEX ENERGY INC	COM	22765y104	9,483	262,242	SH	DFND	262,242	0	0
CUBESMART	COM	229663109	3,881	243,460	SH	DFND	243,460	0	0
CYRUSONE INC	COM	23283R100	7,924	354,867	SH	DFND	354,867	0	0
DELEK LOGISTICS PARTNERS LP COM	UNT RP INT	24664T103	8,201	259,106	SH	DFND	259,106	0	0
DENTSPLY INTL INC NEW	COM	249030107	1,396	28,800	SH	DFND	28,800	0	0
DIAMONDROCK HOSPITALITY CO	COM	252784301	33,772	2,924,016	SH	DFND	2,571,216	0	352,800
DIGITAL RLTY TR INC	COM	253868103	50,728	1,032,745	SH	DFND	808,030	0	224,715
DOMINION RES INC VA	NEW COM	25746U109	2,814	43,500	SH	DFND	43,500	0	0
DOUGLAS EMMETT INC	COM	25960P109	505	21,700	SH	DFND	21,700	0	0
DOW CHEM CO	COM	260543103	5,710	128,600	SH	DFND	128,600	0	0
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	53,356	1,095,151	SH	DFND	800,743	19,198	275,210
DTS INC	COM	23335c101	7,162	299,528	SH	DFND	299,528	0	0
DU PONT E I DE NEMOURS & CO	COM	263534109	35,839	551,620	SH	DFND	551,620	0	0
DUN & BRADSTREET CORP DEL NE	COM	26483E100	8,662	70,569	SH	DFND	70,569	0	0
EAST WEST BANCORP INC	COM	27579R104	45,176	1,291,839	SH	DFND	1,009,262	28,630	253,947
EASTMAN CHEM CO	COM	277432100	6,677	82,738	SH	DFND	36,838	0	45,900
EATON VANCE CORP	COM NON VTG	278265103	1,378	32,200	SH	DFND	32,200	0	0
EMERSON ELEC CO	COM	291011104	393	5,605	SH	DFND	5,605	0	0
EMPLOYERS HOLDINGS INC	COM	292218104	3,221	101,754	SH	DFND	101,754	0	0
ENDURANCE SPECIALTY HLDGS	LT SHS	G30397106	3,415	58,200	SH	DFND	58,200	0	0
ENERGY TRANSFER EQUITY L P	COM UT LTD PTN	29273V100	38,370	469,418	SH	DFND	469,418	0	0
ENERGY TRANSFER PRTRNS L P	UNIT LTD PARTN	29273R109	19,543	341,354	SH	DFND	341,354	0	0

ENERSIS S A SPONSORED ADR	SPONSORED ADR	29274F104	7,627	508,797	SH	DFND	508,797	0	0
ENTERPRISE PRODS PARTNERS L	COM	293792107	92,397	1,393,625	SH	DFND	1,393,625	0	0
EOG RES INC	COM	26875P101	53,560	319,114	SH	DFND	241,376	3,011	74,727
EQT CORP	COM	26884L109	85,964	957,499	SH	DFND	713,788	11,785	231,926
EQT MIDSTREAM PARTNERS LP	UNIT LTD PARTN	26885B100	16,754	284,980	SH	DFND	284,980	0	0
EQUIFAX INC.	COM	294429105	210,854	3,051,876	SH	DFND	2,388,536	48,423	614,917
EQUITY RESIDENTIAL	SH BEN INT	29476L107	991	19,100	SH	DFND	19,100	0	0
EXPRESS SCRIPTS HLDG CO	COM	30219G108	124,435	1,771,568	SH	DFND	1,382,096	15,995	373,477
EXXON MOBIL CORP	COM	30231G102	162,478	1,605,511	SH	DFND	1,332,317	11,243	261,951
FAMILY DLR STORES INC	COM	307000109	47,935	737,800	SH	DFND	611,219	15,956	110,625
FEDEX CORP COM	COM	31428X106	87,440	608,189	SH	DFND	466,866	6,160	135,163
FIRST FINL BANCORP OH	COM	320209109	59,415	3,409,158	SH	DFND	2,914,655	71,896	422,607
FLIR SYS INC	COM	302445101	78,998	2,624,526	SH	DFND	2,012,225	50,166	562,135
FLOWERVE CORP	COM	34354P105	6,653	84,400	SH	DFND	84,315	0	85
FOMENTO ECONOMICO MEXICANOS	SPON ADR UNITS	344419106	27,562	281,617	SH	DFND	249,112	0	32,505
FOSTER WHEELER AG	COM	H27178104	97,503	2,954,547	SH	DFND	2,272,285	62,637	619,625
FRANKLIN RES INC	COM	354613101	7,359	127,470	SH	DFND	117,960	0	9,510
FREEPOR-T-MCMORAN COPPER & GO	COM	35671D857	3,552	94,114	SH	DFND	94,114	0	0
GARMIN LTD	SHS	H2906T109	130,246	2,819,783	SH	DFND	2,139,725	43,486	636,572
GENERAC HOLDINGS INC	COM	368736104	1,420	25,073	SH	DFND	25,073	0	0
GENERAL DYNAMICS CORP	COM	369550108	89,354	935,153	SH	DFND	736,514	9,311	189,328
GENERAL ELECTRIC CO	COM	369604103	186,265	6,645,179	SH	DFND	5,701,156	39,350	904,673
GENERAL MLS INC	COM	370334104	163,201	3,269,903	SH	DFND	2,884,004	21,158	364,741
GENERAL MTRS CO	COM	37045V100	14,942	365,607	SH	DFND	354,900	8,157	2,550
GENUINE PARTS CO	COM	372460105	433	5,200	SH	DFND	5,200	0	0
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	114,734	2,148,983	SH	DFND	1,632,483	24,205	492,295
GLOBAL PMTS INC	COM	37940X102	46,968	722,699	SH	DFND	559,529	16,280	146,890
GORMAN RUPP CO	COM	383082104	6,592	197,191	SH	DFND	197,191	0	0
GRAINGER W W INC	COM	384802104	9,898	38,750	SH	DFND	38,450	0	300
HARTFORD FINL SVCS GROUP INC	COM	416515104	177,394	4,896,316	SH	DFND	3,911,088	45,237	939,991
HASBRO INC	COM	418056107	801	14,554	SH	DFND	8,954	0	5,600
HCC INS HLDGS INC	COM	404132102	39,001	845,271	SH	DFND	652,748	17,623	174,900
HCP INC	COM	40414L109	3,868	106,500	SH	DFND	106,500	0	0
HEARTLAND PMT SYS INC	COM	422347104	12,288	466,674	SH	DFND	466,674	0	0
HENRY JACK & ASSOC INC	COM	426281101	43,323	731,691	SH	DFND	560,495	16,011	155,185
HERSHEY CO	COM	427866108	1,804	18,550	SH	DFND	18,150	0	400
HONEYWELL INTL INC	COM	438516106	132,239	1,447,294	SH	DFND	1,148,833	13,071	285,390
HOST HOTELS & RESORTS INC	COM	44107P104	815	41,918	SH	DFND	41,918	0	0

HUBBELL INC	CL B	443510201	78,671	722,415	SH	DFND	561,664	15,076	145,675
HUDSON PAC PPTYS INC	COM	444097109	542	24,800	SH	DFND	24,800	0	0
HURCO COMPANIES INC	COM	447324104	2,678	107,076	SH	DFND	107,076	0	0
HYSTER YALE MATLS HANDLING I	CL A	449172105	3,767	40,433	SH	DFND	40,433	0	0
INLAND REAL ESTATE CORP	COM NEW	457461200	48,396	4,600,413	SH	DFND	4,071,812	0	528,601
INTERACTIVE CORP	COM	44919p508	169,054	2,462,507	SH	DFND	1,893,568	39,666	529,273
INTERNATIONAL BUSINESS MACHS	COM	459200101	7,034	37,500	SH	DFND	37,450	0	50
INVESCO LTD	SHS	G491BT108	2,155	59,200	SH	DFND	59,200	0	0
J & J SNACK FOODS CORP	COM	466032109	3,447	38,904	SH	DFND	38,904	0	0
J2 GLOBAL INC	COM	48123V102	92,405	1,847,732	SH	DFND	1,460,385	32,684	354,663
JOHNSON & JOHNSON	COM	478160104	247,904	2,706,671	SH	DFND	2,279,539	20,823	406,309
JPMORGAN CHASE & CO	COM	46625H100	204,230	3,492,313	SH	DFND	2,792,551	36,183	663,579
KAPSTONE PAPER & PACKAGING C	COM	48562p103	6,878	123,131	SH	DFND	123,131	0	0
KBR INC COM	COM	48242W106	37,125	1,164,164	SH	DFND	891,015	20,684	252,465
KELLY SVCS INC	CL A	488152208	6,927	277,745	SH	DFND	277,745	0	0
KILROY RLTY CORP	COM	49427F108	497	9,900	SH	DFND	9,900	0	0
KIMCO RLTY CORP	COM	49446R109	726	36,752	SH	DFND	36,752	0	0
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	15,716	194,843	SH	DFND	194,843	0	0
KINDER MORGAN INC DEL	COM	49456B101	63,960	1,776,680	SH	DFND	1,776,680	0	0
KLA-TENCOR CORP	COM	482480100	6,689	103,775	SH	DFND	43,175	0	60,600
KNOLL INC	COM NEW	498904200	18,250	996,698	SH	DFND	886,876	18,253	91,569
KONINKLIJKE PHILIP	COM	500472303	766	20,850	SH	DFND	20,850	0	0
KRAFT FOODS GROUP INC	COM	50076Q106	5,643	104,670	SH	DFND	104,670	0	0
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	6,033	66,028	SH	DFND	26,428	0	39,600
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	534	17,300	SH	DFND	17,300	0	0
LAZARD LTD	SHS A	G54050102	1,568	34,600	SH	DFND	34,600	0	0
LEAR CORP	COM NEW	521865204	88,229	1,089,656	SH	DFND	845,823	23,788	220,045
LEGACY RESERVES LP	UNIT LP INT	524707304	8,376	297,451	SH	DFND	297,451	0	0
LIBERTY PPTY TR	SH BEN INT	531172104	1,040	30,700	SH	DFND	30,700	0	0
LIFE TIME FITNESS INC	COM	53217R207	79,409	1,689,552	SH	DFND	1,306,454	29,712	353,386
LITHIA MTRS INC	CL A	536797103	6,839	98,521	SH	DFND	98,521	0	0
LITTELFUSE INC	COM	537008104	7,063	76,008	SH	DFND	76,008	0	0
LOWES COS INC	COM	548661107	525	10,600	SH	DFND	10,600	0	0
MACERICH CO	COM	554382101	512	8,700	SH	DFND	8,700	0	0
MAGELLAN MIDSTREAM PRTRNS LP	COM UNIT RP LP	559080106	55,503	877,234	SH	DFND	877,234	0	0
MANPOWERGROUP INC	COM	56418H100	64,426	750,360	SH	DFND	574,511	18,237	157,612
MARATHON PETE CORP	COM	56585A102	3,188	34,750	SH	DFND	34,700	0	50
MARKWEST ENERGY PARTNERS L P	UNIT LTD PARTN	570759100	15,512	234,572	SH	DFND	234,572	0	0
MATRIX SVC CO	COM	576853105	7,014	287,115	SH	DFND	287,115	0	0

MCCORMICK & CO INC	COM NON VTG	579780206	118,324	1,716,841	SH	DFND	1,344,369	14,036	358,436
MCDONALDS CORP	COM	580135101	14,673	151,220	SH	DFND	147,605	2,665	950
MEDNAX INC	COM	58502b106	79,802	1,494,981	SH	DFND	1,147,629	31,592	315,760
METLIFE INC	COM	59156R108	97,694	1,811,838	SH	DFND	1,555,367	11,692	244,779
METLIFE INC	UNIT 99/99/9999	59156R116	6,333	200,789	SH	DFND	200,789	0	0
MICROCHIP TECHNOLOGY INC	COM	595017104	2,150	48,040	SH	DFND	47,190	0	850
MICROSOFT CORP	COM	594918104	39,784	1,063,452	SH	DFND	1,050,498	0	12,954
MID-AMER APT CMNTYS INC	COM	59522J103	1,002	16,500	SH	DFND	16,500	0	0
MOHAWK INDS INC	COM	608190104	30,352	203,839	SH	DFND	139,865	3,474	60,500
MONDELEZ INTL INC	CL A	609207105	4,328	122,593	SH	DFND	122,593	0	0
MOODYS CORP	COM	615369105	7,525	95,898	SH	DFND	95,898	0	0
MOOG INC	CL A	615394202	6,723	98,952	SH	DFND	98,952	0	0
MSC INDL DIRECT INC	CL A	553530106	59,401	734,528	SH	DFND	559,753	6,920	167,855
NATIONAL BK HLDGS CORP	CL A	633707104	3,221	150,500	SH	DFND	150,500	0	0
NATIONAL OILWELL VARCO INC	COM	637071101	1,280	16,100	SH	DFND	16,100	0	0
NATIONAL RETAIL PPTYS INC	COM	637417106	1,620	53,411	SH	DFND	53,411	0	0
NETEASE INC	SPONSORED ADR	64110W102	7,333	93,297	SH	DFND	0	0	93,297
NEW JERSEY RES	COM	646025106	6,796	146,980	SH	DFND	146,980	0	0
NEXTERA ENERGY INC	COM	65339F101	145,013	1,693,686	SH	DFND	1,384,235	12,787	296,664
NGL ENERGY PARTNERS LP	COM UNIT REPST	62913M107	8,716	252,630	SH	DFND	252,630	0	0
NORTHWESTERN CORP	COM NEW	668074305	6,698	154,628	SH	DFND	154,628	0	0
NOVARTIS A G	SPONSORED ADR	66987V109	141,384	1,758,955	SH	DFND	1,583,064	10,789	165,102
OASIS PETE INC NEW	COM	674215108	94,224	2,006,046	SH	DFND	1,589,045	39,964	377,037
OCCIDENTAL PETE CORP DEL	COM	674599105	174,391	1,833,764	SH	DFND	1,548,927	15,869	268,968
OMNICELL INC	COM	68213n109	6,769	265,121	SH	DFND	265,121	0	0
OMNICOM GROUP INC	COM	681919106	5,717	76,867	SH	DFND	76,867	0	0
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	8,037	152,646	SH	DFND	152,646	0	0
PACIFIC CONTINENTAL CORP	COM	69412V108	3,696	231,870	SH	DFND	231,870	0	0
PARKER HANNIFIN CORP	COM	701094104	2,280	17,725	SH	DFND	12,925	0	4,800
PDC ENERGY INC	COM	69327R101	27,564	517,931	SH	DFND	446,503	10,984	60,444
PEPSICO INC	COM	713448108	189,916	2,289,791	SH	DFND	1,973,310	15,721	300,760
PETSMART INC	COM	716768106	38,385	527,624	SH	DFND	411,930	9,284	106,410
PFIZER INC	COM	717081103	508	16,600	SH	DFND	16,600	0	0
PHILIP MORRIS INTL INC	COM	718172109	5,631	64,628	SH	DFND	64,628	0	0
PHILLIPS 66 PARTNERS LP	COM UNIT REP INT ADDED	718549207	4,847	127,800	SH	DFND	127,800	0	0
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	57,439	1,109,499	SH	DFND	1,109,499	0	0
PLAINS GP HOLDINGS LP	COM	72651A108	42,252	1,578,330	SH	DFND	1,578,330	0	0



PLUM CREEK TIMBER CO INC	COM	729251108	805	17,300	SH	DFND	17,300	0	0
POLARIS INDS INC	COM	731068102	64,649	443,902	SH	DFND	347,451	4,066	92,385
POTLATCH CORP NEW COM	COM	737630103	60,834	1,457,439	SH	DFND	1,217,566	0	239,873
PRECISION CASTPARTS CORP	COM	740189105	3,824	14,200	SH	DFND	11,500	0	2,700
PRICE T ROWE GROUP INC	COM	74144T108	5,290	63,146	SH	DFND	63,146	0	0
PRIMORIS SVCS CORP	COM	74164F103	43,238	1,388,944	SH	DFND	1,203,854	28,930	156,160
PRIVATEBANCORP INC	COM	742962103	78,138	2,700,948	SH	DFND	2,329,443	59,234	312,271
PROCTER & GAMBLE CO	COM	742718109	420	5,154	SH	DFND	5,154	0	0
PROLOGIS INC	COM	74340W103	1,006	27,223	SH	DFND	27,223	0	0
PS BUSINESS PKS INC CALIF	COM	69360J107	50,971	666,983	SH	DFND	615,383	0	51,600
PUBLIC STORAGE	COM	74460D109	3,295	21,893	SH	DFND	21,893	0	0
QEP MIDSTREAM PARTNERS LP	COM UNIT RP LTD ADDED	74735R115	4,135	178,100	SH	DFND	178,100	0	0
QUALCOMM INC	COM	747525103	196,813	2,650,671	SH	DFND	2,285,903	19,170	345,598
QUESTAR CORP	COM	748356102	57,156	2,486,138	SH	DFND	1,923,029	51,024	512,085
RANDGOLD RES LTD	ADR	752344309	3,254	51,807	SH	DFND	51,807	0	0
RAYTHEON CO	COM NEW	755111507	44,114	486,378	SH	DFND	486,378	0	0
REGENCY CTRS CORP	COM	758849103	2,718	58,700	SH	DFND	58,700	0	0
REGENCY ENERGY PARTNERS L P	COM UNITS LP	75885Y107	8,663	329,894	SH	DFND	329,894	0	0
REPUBLIC SVCS INC	COM	760759100	12,077	363,752	SH	DFND	154,002	0	209,750
REX ENERGY CORPORATION	COM	761565100	52,105	2,643,562	SH	DFND	2,277,158	59,464	306,940
ROADRUNNER TRNSN SVCS HLDG I	COM	76973q105	6,927	257,029	SH	DFND	257,029	0	0
ROBERT HALF INTL INC	COM	770323103	46,044	1,096,536	SH	DFND	791,002	21,355	284,179
ROCK-TENN CO	CL A	772739207	176,526	1,681,038	SH	DFND	1,319,004	22,607	339,427
ROCKWELL COLLINS INC	COM	774341101	1,323	17,900	SH	DFND	0	0	17,900
ROCKWOOD HLDGS INC	COM	774415103	117,650	1,635,844	SH	DFND	1,301,699	34,110	300,035
ROSS STORES INC	COM	778296103	5,077	67,750	SH	DFND	66,325	0	1,425
SAFETY INS GROUP INC	COM	78648T100	3,226	57,293	SH	DFND	57,293	0	0
SCHLUMBERGER LTD	COM	806857108	57,314	636,049	SH	DFND	492,680	0	143,369
SHERWIN WILLIAMS CO	COM	824348106	2,642	14,400	SH	DFND	14,400	0	0
SIGMA ALDRICH CORP	COM	826552101	142,142	1,511,989	SH	DFND	1,169,684	16,366	325,939
SIGNET JEWELERS LIMITED	SHS	G81276100	41,501	527,328	SH	DFND	413,316	0	114,012
SILICON GRAPHICS INTERNATIONAL	COM	82706L108	147	10,988	SH	DFND	0	10,988	0
SILVER BAY RLTY TR CORP	COM	82735Q102	1,023	64,000	SH	DFND	64,000	0	0
SIMON PPTY GROUP INC NEW	COM	828806109	5,900	38,773	SH	DFND	38,773	0	0
SKYWORKS SOLUTIONS INC	COM	83088M102	1,379	48,300	SH	DFND	48,300	0	0
SMITH A O	COM	831865209	8,312	154,100	SH	DFND	154,100	0	0
SMUCKER J M CO	COM NEW	832696405	20,331	196,203	SH	DFND	125,615	2,453	68,135

SOUTHERN CO	COM	842587107	35,833	871,630	SH	DFND	871,630	0	0
SPECTRA ENERGY CORP	COM	847560109	62,675	1,759,550	SH	DFND	1,759,550	0	0
SPX CORP	COM	784635104	1,554	15,600	SH	DFND	15,600	0	0
STANLEY BLACK & DECKER INC	COM	854502101	4,853	60,144	SH	DFND	60,144	0	0
STATE BK FINL CORP	COM	856190103	13,039	716,798	SH	DFND	702,292	14,506	0
SUBURBAN PROPANE PARTNERS L	UNIT LTD PARTN	864482104	8,420	179,529	SH	DFND	179,529	0	0
SUMMIT HOTEL PPTYS	COM	866082100	14,696	1,632,922	SH	DFND	1,632,922	0	0
SUMMIT MIDSTREAM PARTNERS LP	COM UNIT LTD	866142102	8,595	234,505	SH	DFND	234,505	0	0
SUNOCO LOGISTICS PRTNRS L P	COM UNITS	86764L108	9,031	119,641	SH	DFND	119,641	0	0
SVB FINL GROUP	COM	78486Q101	90,946	867,306	SH	DFND	668,867	16,831	181,608
SYNERGY RES CORP	COM	87164P103	12,912	1,394,334	SH	DFND	1,378,515	15,819	0
SYSCO CORP	COM	871829107	1,401	38,800	SH	DFND	38,800	0	0
TAL INTL GROUP INC	COM	874083108	43,016	750,060	SH	DFND	656,110	15,165	78,785
TARGET CORP	COM	87612E106	177,579	2,806,700	SH	DFND	2,182,055	30,807	593,838
TE CONNECTIVITY LTD REG SHS	REG SHS	H84989104	1,312	23,800	SH	DFND	23,800	0	0
TENARIS S A	SPONSORED ADR	88031M109	25,757	589,536	SH	DFND	522,343	0	67,193
TESORO LOGISTICS LP	COM UNIT LP	88160T107	14,596	278,877	SH	DFND	278,877	0	0
TEXTRON INC	COM	883203101	3,074	83,615	SH	DFND	83,615	0	0
THOR INDS INC	COM	885160101	44,822	811,555	SH	DFND	657,396	14,294	139,865
TIME WARNER INC	COM NEW	887317303	150,703	2,161,538	SH	DFND	1,763,028	16,497	382,013
TIMKEN CO	COM	887389104	88,241	1,602,343	SH	DFND	1,255,241	28,312	318,790
TJX COS INC NEW	COM	872540109	4,350	68,260	SH	DFND	67,130	0	1,130
TRAVELERS COMPANIES INC	COM	89417E109	58,688	648,195	SH	DFND	648,195	0	0
TRINITY INDS INC	COM	896522109	51,294	940,822	SH	DFND	718,209	18,908	203,705
TRUEBLUE INC	COM	89785x101	38,749	1,503,081	SH	DFND	1,273,317	33,363	196,401
TUPPERWARE BRANDS CORP	COM	899896104	79,970	845,973	SH	DFND	657,462	16,921	171,590
ULTRA PETROLEUM CORP	COM	903914109	6,805	314,315	SH	DFND	126,610	0	187,705
UNION PAC CORP	COM	907818108	134,302	799,417	SH	DFND	636,727	8,529	154,161
UNITED TECHNOLOGIES CORP	COM	913017109	121,567	1,068,252	SH	DFND	830,594	10,764	226,894
UNUM GROUP	COM	91529Y106	1,442	41,100	SH	DFND	41,100	0	0
US BANCORP DEL	COM NEW	902973304	139,050	3,441,815	SH	DFND	3,087,235	21,475	333,105
VALE S A	ADR	91912E105	17,098	1,121,208	SH	DFND	949,508	0	171,700
VALERO ENERGY PARTNERS LP	UNT REP LP	91914j102	6,687	194,100	SH	DFND	194,100	0	0
VENTAS INC	COM	92276F100	58,928	1,028,766	SH	DFND	810,376	0	218,390
VIACOM INC NEW CL B	COM	92553P201	120,128	1,375,407	SH	DFND	1,056,235	13,030	306,142
VORNADO RLTY TR	SH BEN INT	929042109	1,023	11,520	SH	DFND	11,520	0	0
WADDELL & REED FINL INC	CL A	930059100	2,078	31,915	SH	DFND	31,215	0	700
WAL-MART STORES INC	COM	931142103	34,531	438,825	SH	DFND	438,825	0	0
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	500	21,400	SH	DFND	21,400	0	0

WATTS WATER TECHNOLOGIES	COM	942749102	74,453	1,203,383	SH	DFND	1,029,598	27,450	146,335
WEINGARTEN RLTY INVS	SH BEN INT	948741103	490	17,875	SH	DFND	17,875	0	0
WELLS FARGO & CO NEW	COM	949746101	141,499	3,116,726	SH	DFND	2,498,896	35,754	582,076
WESCO INTL INC	COM	95082P105	119,242	1,309,339	SH	DFND	1,008,468	12,636	288,235
WESTERN DIGITAL CORP	COM	958102105	9,127	108,780	SH	DFND	108,280	0	500
WESTERN GAS EQUITY PARTNERS	COMUNT LTD PT	95825R103	4,072	103,050	SH	DFND	103,050	0	0
WESTERN GAS PARTNERS LP COM UN	COM UNIT LP IN	958254104	36,609	593,441	SH	DFND	593,441	0	0
WEYERHAEUSER CO	COM	962166104	1,089	34,500	SH	DFND	34,500	0	0
WILLIAMS COS INC DEL	COM	969457100	14,487	375,599	SH	DFND	375,599	0	0
WINTRUST FINL CORP	COM	97650W108	74,691	1,619,497	SH	DFND	1,392,100	36,074	191,323
WISCONSIN ENERGY CORP	COM	976657106	7,318	177,016	SH	DFND	90,416	0	86,600
WOLVERINE WORLD WIDE INC	COM	978097103	6,547	192,800	SH	DFND	192,800	0	0
WORLD PT TERMS LP	UNIT REP LTD PT ADDED	98159G107	10,330	536,598	SH	DFND	536,598	0	0
WUXI PHARMATECH CAYMAN INC SPONS ADR SHS	SPONS ADR SHS	929352102	8,220	214,169	SH	DFND	0	0	214,169