

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: 06-30-2015

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:

/s/ Tiffany B. Kice

[Signature]

Dallas, TX

[City, State]

08-14-2015

[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: 360

Form 13F Information Table Value Total: 13,298,805

(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	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER	VOTING AUTHORITY		
			(x\$1000)	PRN AMT	PRN	CALL	DISCRETION	MANAGER	SOLE	SHARED	NONE
3M COMPANY	COM	88579Y101	10,906	70,844	SH		DFND	4	70,844	0	0
ABBOTT LABS	COM	002824100	172,362	3,511,861	SH		DFND	2,4	3,422,927	37,559	51,375
ABBVIE INC	COM	00287Y109	3,287	48,927	SH		DFND	2,4	48,927	0	0
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	3,663	37,845	SH		DFND	2	36,195	0	1,650
ACE LTD	SHS	H0023R105	7,477	73,537	SH		DFND	3	73,537	0	0
ADVANCE AUTO PARTS INC	COM	00751Y106	1,748	10,975	SH		DFND	2	10,975	0	0
AETNA INC NEW	COM	00817Y108	101,026	792,608	SH		DFND	2,4	759,808	13,025	19,775
AGCO CORP	COM	001084102	4,030	70,971	SH		DFND	3	70,971	0	0
AGRIUM INC	COM	008916108	8,368	81,965	SH		DFND	4	81,965	0	0
ALAMO GROUP INC.	COM	011311107	4,227	77,358	SH		DFND	2	77,358	0	0
ALBEMARLE CORP	COM	012653101	59,141	1,070,032	SH		DFND	2	824,675	24,478	220,879
ALEXANDRIA REAL ESTATE EQ INC	COM	015271109	166,614	1,905,036	SH		DFND	2,4	1,761,486	0	143,550
ALLERGAN PLC	COM	G0177J108	4,656	15,559	SH		DFND	4	15,559	0	0
ALLETE INC	COM NEW	018522300	8,767	188,980	SH		DFND	2	188,980	0	0
ALTRIA GROUP INC	COM	02209S103	7,691	158,007	SH		DFND	4	158,007	0	0
AMAZON INC	COM	023135106	893	2,063	SH		DFND	4	2,063	0	0
AMC NETWORKS INC CL A	COM	00164V103	208,467	2,546,941	SH		DFND	2,4	2,147,159	44,457	355,325
AMDOCS LTD	ORD	G02602103	254,407	4,660,322	SH		DFND	2,4	4,132,208	87,537	440,577
AMERICAN CAMPUS COMMUNITIES	COM	024835100	1,093	29,000	SH		DFND	2	29,000	0	0
AMERICAN INTL GROUP INC	COM NEW	026874784	107,768	1,743,237	SH		DFND	2,4	1,668,540	31,722	42,975
AMERICAN TOWER CORP NEW	COM	03027X100	3,489	37,400	SH		DFND	2	37,400	0	0
AMERISAFE INC	COM	03071H100	4,859	103,244	SH		DFND	2	103,244	0	0
AMPHENOL CORP NEW	CL A	032095101	5,623	97,000	SH		DFND	2	97,000	0	0
ANADARKO PETE CORP	COM	032511107	6,163	78,945	SH		DFND	2,4	75,209	3,636	100
ANHEUSER BUSCH INBEV SA/NV	COM	03524A108	8,308	68,188	SH		DFND	4	68,188	0	0

ANTERO MIDSTREAM PARTNERS LP	COM UNIT	03673L103	10,197	356,042	SH	DFND	2	356,042	0	0
APOGEE ENTERPRISES INC	COM	037598109	67,637	1,284,905	SH	DFND	2,4	1,127,573	28,367	128,965
APPLE INC	COM	037833100	129,705	1,035,148	SH	DFND	2,4	1,000,301	13,061	21,786
ARC LOGISTICS PARTNERS LP	COM UT REP LPN	03879N101	2,752	156,732	SH	DFND	2	156,732	0	0
ARRIS GROUP INC NEW	COM	04270V106	102,560	3,351,638	SH	DFND	2,4	2,618,314	63,581	669,743
AT&T INC	COM	00206R102	5,626	158,313	SH	DFND	2,3,4	158,213	0	100
AVAGO TECHNOLOGIES LTD SHS	COM	Y0486S104	1,648	12,400	SH	DFND	2	12,400	0	0
AVALONBAY CMNTYS INC	COM	053484101	1,680	10,509	SH	DFND	2	10,509	0	0
AVG TECHNOLOGIES N V	SHS	N07831105	103,129	3,790,128	SH	DFND	2,4	3,307,156	72,372	410,600
AVNET INC	COM	053807103	8,045	195,690	SH	DFND	2	90,130	0	105,560
B/E AEROSPACE INC	COM	073302101	50,619	922,015	SH	DFND	2	709,248	17,281	195,486
BANCFIRST CORP	COM	05945F103	4,719	72,103	SH	DFND	2	72,103	0	0
BANCO BILBAO VIZCAYA ARGENTA	COM	05946K101	209	21,280	SH	DFND	4	21,280	0	0
BANK OF AMERICA CORPORATION	COM	060505104	122,517	7,198,356	SH	DFND	2,4	6,872,914	107,542	217,900
BANK OF NEW YORK MELLON CORP.	COM	064058100	212	5,074	SH	DFND	4	5,074	0	0
BANKUNITED INC	COM	06652K103	99,594	2,771,898	SH	DFND	2,4	2,199,529	63,399	508,970
BARD C R INC	COM	067383109	15,334	89,831	SH	DFND	2,4	87,225	2,606	0
BAXTER INTERNATIONAL INC.	COM	071813109	9,066	128,324	SH	DFND	4	128,324	0	0
BEACON ROOFING SUPPLY INC	COM	073685109	78,453	2,361,634	SH	DFND	2,4	2,049,175	55,919	256,540
BECTON DICKINSON & CO	COM	075887109	255,533	1,803,977	SH	DFND	2,4	1,762,020	16,232	25,725
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	2,375	17,442	SH	DFND	2,4	17,254	0	188
BLOCK H & R	COM	093671105	11,048	372,615	SH	DFND	2	225,380	0	147,235
BOEING CO	COM	097023105	137,293	989,713	SH	DFND	2,4	977,313	0	12,400
BOISE CASCADE CO DEL	COM	09739D100	79,506	2,167,552	SH	DFND	2,4	1,934,349	46,303	186,900
BOK FINANCIAL CORPORATION	COM	05561Q201	269	3,844	SH	DFND	4	3,844	0	0
BONANZA CREEK ENERGY INC	COM	097793103	30,254	1,657,745	SH	DFND	2	1,350,887	21,368	285,490
BORGWARNER INC	COM	099724106	120,663	2,121,130	SH	DFND	2,4	1,843,943	29,997	247,190
BOSTON PROPERTIES INC	COM	101121101	68,406	565,153	SH	DFND	2	565,153	0	0
BRANDYWINE REALTY TRUST	SH BEN INT NEW	105368203	1,560	117,500	SH	DFND	2	117,500	0	0
BRISTOL MYERS SQUIBB CO	COM	110122108	4,205	63,199	SH	DFND	3	63,199	0	0
BROADRIDGE FINL SOLUTIONS INC	COM	11133T103	20,118	402,164	SH	DFND	2,4	312,571	0	89,593

BROCADE COMMUNICATIONS SYS INC	COM	111621306	59,198	4,983,019	SH	DFND	2	3,959,798	102,992	920,229
CABELAS INC	COM	126804301	669	13,377	SH	DFND	2	12,927	0	450
CAMDEN PPTY TR	SH BEN INT	133131102	1,149	15,467	SH	DFND	2	15,467	0	0
CAMERON INTERNATIONAL CORP	COM	13342B105	3,007	57,424	SH	DFND	3	57,424	0	0
CAPITAL ONE FINL CORP	COM	14040H105	237,973	2,705,168	SH	DFND	2,3,4	2,656,538	18,855	29,775
CAPSTONE TURBINE CORP	COM	14067D102	4	10,000	SH	DFND	4	10,000	0	0
CARDINAL HEALTH INC	COM	14149Y108	78,951	943,814	SH	DFND	2	904,275	12,264	27,275
CARDTRONICS INC	COM	14161H108	98,773	2,665,937	SH	DFND	2,4	2,307,882	65,555	292,500
CATERPILLAR INC DEL	COM	149123101	3,288	38,767	SH	DFND	3,4	38,767	0	0
CHEMICAL FINL CORP	COM	163731102	8,729	264,038	SH	DFND	2	264,038	0	0
CHEVRON CORP NEW	COM	166764100	121,137	1,255,702	SH	DFND	2,4	1,221,909	9,618	24,175
CIGNA CORPORATION	COM	125509109	86,049	531,160	SH	DFND	2,4	508,700	6,960	15,500
CIT GROUP INC	COM NEW	125581801	168,796	3,630,802	SH	DFND	2,4	3,141,343	48,509	440,950
CLUBCORP HOLDINGS INC	COM	18948M108	6,929	290,167	SH	DFND	2	290,167	0	0
COLGATE PALMOLIVE CO	COM	194162103	92,574	1,415,303	SH	DFND	2,4	1,355,782	21,536	37,985
COLUMBIA BKG SYS INC	COM	197236102	8,680	266,758	SH	DFND	2	266,758	0	0
COMCAST CORP NEW	CL A	20030N101	214,089	3,559,842	SH	DFND	2,4	3,492,502	26,840	40,500
COMERICA INC	COM	200340107	42,817	834,319	SH	DFND	2	641,839	16,835	175,645
COMPASS MINERALS INTL INC	COM	20451N101	398	4,850	SH	DFND	2	4,850	0	0
COMPUTER SCIENCES CORP	COM	205363104	2,898	44,150	SH	DFND	2	43,820	0	330
CONE MIDSTREAM PARTNERS LP	COM UNIT REPST	206812109	11,360	641,823	SH	DFND	2	641,823	0	0
CONMED CORP	COM	207410101	45,704	784,359	SH	DFND	2,4	689,109	18,050	77,200
CONOCOPHILLIPS	COM	20825C104	681	11,135	SH	DFND	2,4	11,135	0	0
CONSOL ENERGY INC	COM	20854P109	13,730	631,560	SH	DFND	2	476,150	0	155,410
CONSUMER DISCRETIONARY SEL SEC SPDR	COM	81369Y407	6,688	87,838	SH	DFND	4	87,838	0	0
CONSUMER STAPLES SEL SEC SPDR	COM	81369Y308	6,856	143,806	SH	DFND	4	143,806	0	0
CONTINENTAL BLDG PRODS INC	COM	211171103	5,186	244,719	SH	DFND	2	244,719	0	0
COPA HOLDINGS SA	CL A	P31076105	63,223	765,500	SH	DFND	2,3	561,504	0	203,996
CREDICORP LTD	COM	G2519Y108	64,854	466,847	SH	DFND	2,3	371,620	0	95,227
CRESTWOOD MIDSTREAM PARTNERS	UNIT LTD PARTNER	226378107	10,998	981,925	SH	DFND	2	981,925	0	0

CUBESMART	COM	229663109	611	26,400	SH	DFND	2	26,400	0	0
CVS HEALTH CORPORATION	COM	126650100	494	4,710	SH	DFND	4	4,710	0	0
CYRUSONE INC COM	COM	23283R100	9,868	335,087	SH	DFND	2	335,087	0	0
DARLING INGREDIENTS INC	COM	237266101	46,678	3,184,024	SH	DFND	2,4	2,465,781	71,438	646,805
DAVITA INC	COM	23918K108	342	4,300	SH	DFND	4	4,300	0	0
DEAN FOODS	COM	242370203	82,826	5,122,179	SH	DFND	2	4,376,312	113,267	632,600
DEERE & CO	COM	244199105	484	4,990	SH	DFND	4	4,990	0	0
DELEK LOGISTICS PARTNERS LP	UNT RP INT	24664T103	11,324	245,917	SH	DFND	2	245,917	0	0
DIAMONDROCK HOSPITALITY CO	COM	252784301	1,100	85,900	SH	DFND	2	85,900	0	0
DICKS SPORTING GOODS INC	COM	253393102	68,066	1,314,780	SH	DFND	2	1,025,714	24,412	264,654
DILLARDS INC	COM	254067101	2,771	26,340	SH	DFND	2	26,300	0	40
DISNEY WALT CO	COM	254687106	535	4,690	SH	DFND	4	4,690	0	0
DOMINION MIDSTREAM PARTNERS, L	COM UT REP LTD	257454108	9,962	260,033	SH	DFND	2	260,033	0	0
DOUGLAS EMMETT INC	COM	25960P109	560	20,800	SH	DFND	2	20,800	0	0
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	12,749	174,879	SH	DFND	2	100,984	0	73,895
DST SYS INC DEL	COM	233326107	86,809	689,064	SH	DFND	2,4	659,883	9,081	20,100
DTS INC COM	COM	23335C101	8,817	289,179	SH	DFND	2	289,179	0	0
DU PONT E I DE NEMOURS & CO CO	COM	263534109	57,270	895,530	SH	DFND	2,4	895,530	0	0
DUN & BRADSTREET CORP DEL NEW	COM	26483E100	8,154	66,840	SH	DFND	3	66,840	0	0
EAST WEST BANCORP INC	COM	27579R104	50,386	1,124,179	SH	DFND	2	886,137	24,970	213,072
EATON VANCE CORP	COM NON VTG	278265103	3,357	85,800	SH	DFND	2	85,800	0	0
EBAY INC	COM	278642103	83,057	1,378,783	SH	DFND	2,4	1,316,745	19,238	42,800
EMERSON ELEC CO	COM	291011104	304	5,480	SH	DFND	2	5,480	0	0
EMPIRE ST RLTY TR	COM	292104106	1,107	64,900	SH	DFND	2	64,900	0	0
EMPLOYERS HOLDINGS INC	COM	292218104	8,832	387,704	SH	DFND	2	387,704	0	0
ENERGIZER HLDGS INC	COM	29266R108	59,292	450,722	SH	DFND	2	359,504	9,532	81,686
ENERGY TRANSFER EQUITY L P	COM UT LTD PTN	29273V100	54,401	847,767	SH	DFND	2	847,037	0	730
ENERGY TRANSFER PRTNRS L P	UNIT LTD PARTN	29273R109	49,282	945,274	SH	DFND	2,4	945,274	0	0
ENERSIS S A SPONSORED ADR	SPONSORED ADR	29274F104	11,677	737,642	SH	DFND	3	737,642	0	0
ENLINK MIDSTREAM LLC COM UNIT	COM UNIT REP LTD	29336T100	9,755	313,757	SH	DFND	2	313,757	0	0
ENTERPRISE PRODS PARTNERS L P	COM	293792107	139,991	4,683,545	SH	DFND	2	4,682,025	0	1,520
EOG RES INC	COM	26875P101	90,362	1,032,125	SH	DFND	2,4	989,457	15,768	26,900
EQT CORP	COM	26884L109	51,049	627,607	SH	DFND	2,4	601,703	11,804	14,100

EQT MIDSTREAM PARTNERS LP UNIT	UNIT LTD PARTN	26885B100	27,645	339,041	SH	DFND	2	339,041	0	0
EQUIFAX INC	COM	294429105	91,979	947,360	SH	DFND	2	713,332	23,437	210,591
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1,081	15,400	SH	DFND	2	15,400	0	0
EVERYDAY HEALTH INC	COM	300415106	4,409	344,987	SH	DFND	2	344,987	0	0
EXPRESS SCRIPTS HLDG CO	COM	30219G108	3,749	42,150	SH	DFND	2	41,200	0	950
EXXON MOBIL CORP	COM	30231G102	102,227	1,229,859	SH	DFND	2,3,4	1,190,943	11,536	27,380
FEDEX CORP	COM	31428X106	61,933	363,458	SH	DFND	,4	348,531	4,727	10,200
FINANCIAL SELECT SECTOR SPDR FUND	COM	81369Y605	560	23,045	SH	DFND	4	23,045	0	0
FIRST FINL BANCORP OH	COM	320209109	50,468	2,813,150	SH	DFND	2	2,371,759	60,769	380,622
FLOWSERVE CORP	COM	34354P105	2,264	43,000	SH	DFND	2	43,000	0	0
FMC TECHNOLOGIES INC	COM	30249U101	505	12,370	SH	DFND	4	12,370	0	0
FOMENTO ECONOMICO MEXICANO SAB	SPON ADR UNITS	344419106	57,904	649,952	SH	DFND	2,3	517,669	0	132,283
FOOT LOCKER INC COM	COM	344849104	2,768	41,300	SH	DFND	2	41,200	0	100
FORESIGHT ENERGY LP	COM UNT RP INT	34552U104	7,313	575,862	SH	DFND	2	575,862	0	0
FRANKLIN RES INC	COM	354613101	7,540	153,780	SH	DFND	2,4	152,070	0	1,710
FREEMPORT-MCMORAN COPPER & GOLD	COM	35671D857	1,761	94,578	SH	DFND	3	94,578	0	0
FTR PFD 11.125 06/18	COM	35906A207	499	5,000	SH	DFND	2	5,000	0	0
GANNETT INC	COM	364730101	605	43,235	SH	DFND	2	42,923	0	312
GAP INC	COM	364760108	403	10,565	SH	DFND	4	10,565	0	0
GARMIN LTD	SHS	H2906T109	97,954	2,229,777	SH	DFND	2,4	1,913,507	33,480	282,790
GENERAC HLDGS INC	COM	368736104	3,243	81,586	SH	DFND	3	81,586	0	0
GENERAL DYNAMICS CORP	COM	369550108	3,862	27,255	SH	DFND	2	27,120	0	135
GENERAL ELECTRIC CO	COM	369604103	112,208	4,223,120	SH	DFND	2,4	4,223,120	0	0
GENERAL MLS INC	COM	370334104	176,766	3,172,403	SH	DFND	2,4	3,117,958	22,245	32,200
GENERAL MTRS CO	COM	37045V100	9,295	278,875	SH	DFND	2,4	267,679	11,196	0
GENUINE PARTS CO	COM	372460105	466	5,200	SH	DFND	2	5,200	0	0
GILEAD SCIENCES INC	COM	375558103	5,850	49,960	SH	DFND	2,4	49,465	0	495
GLACIER BANCORP	COM	37637Q105	8,778	298,375	SH	DFND	2	298,375	0	0
GLOBAL PAYMENTS INC.	COM	37940X102	8,433	82,056	SH	DFND	4	82,056	0	0
GOOGLE INC CL A	CL A	38259P508	464	860	SH	DFND	4	860	0	0
GORMAN RUPP CO	COM	383082104	7,290	259,601	SH	DFND	2	259,601	0	0
GRAINGER W W INC	COM	384802104	12,048	50,911	SH	DFND	2,4	49,150	1,761	0
HAEMONETICS CORP	COM	405024100	85,937	2,077,784	SH	DFND	2	1,651,130	42,012	384,642

HALYARD HEALTH INC	COM	40650V100	80,575	1,989,501	SH	DFND	2	1,578,104	31,517	379,880
HARTFORD FINL SVCS GROUP INC	COM	416515104	223,981	5,388,023	SH	DFND	2,4	5,053,308	43,704	291,011
HASBRO INC	COM	418056107	1,036	13,854	SH	DFND	2	8,954	0	4,900
HCP INC	COM	40414L109	1,539	42,200	SH	DFND	2	42,200	0	0
HEALTH CARE SELECT SECTOR SPDR FND	COM	81369Y209	2,220	29,951	SH	DFND	4	29,951	0	0
HEARTLAND EXPRESS INC	COM	422347104	8,940	441,940	SH	DFND	2	441,940	0	0
HEARTLAND PMT SYS INC	COM	42235N108	7,310	135,249	SH	DFND	2	135,249	0	0
HIBBETT SPORTS, INC	COM	428567101	4,065	87,275	SH	DFND	2	87,275	0	0
HOME DEPOT INC	COM	437076102	95,055	855,346	SH	DFND	2,4	819,511	14,185	21,650
HONEYWELL INTL INC	COM	438516106	211,681	2,075,908	SH	DFND	2,3,4	2,046,752	10,356	18,800
HOST HOTELS & RESORTS INC	COM	44107P104	849	42,818	SH	DFND	2	42,818	0	0
HUBBELL INC CL B	CL B	443510201	8,168	75,435	SH	DFND	2	36,170	0	39,265
HUDSON PAC PPTYS INC	COM	444097109	525	18,500	SH	DFND	2	18,500	0	0
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	95,806	1,202,689	SH	DFND	2	928,180	23,793	250,716
INDUSTRIAL SELECT SECTOR SPDR FUND	COM	81369Y704	2,738	50,675	SH	DFND	4	50,675	0	0
INGERSOLL-RAND PLC	COM	G47791101	366	5,423	SH	DFND	4	5,423	0	0
INLAND REAL ESTATE CORP	COM	457461200	32,150	3,412,980	SH	DFND	2	3,048,599	0	364,381
INTEGRA LIFESCIENCES HLDGS CP	COM	457985208	46,849	695,396	SH	DFND	2	599,644	14,344	81,408
INTEL CORP COM	COM	458140100	3,124	102,710	SH	DFND	2,4	102,110	0	600
INTERCONTINENTAL EXCHANGE GROUP INC	COM	45866F104	6,521	29,337	SH	DFND	4	29,337	0	0
INTERNATIONAL BUSINESS MACHS	COM	459200101	2,300	14,137	SH	DFND	3	14,137	0	0
INTL SPEEDWAY CORP - CL A	CL A	460335201	4,889	133,329	SH	DFND	2	133,329	0	0
INVESCO LTD	SHS	G491BT108	82,268	2,194,416	SH	DFND	2,4	2,109,463	27,303	57,650
iSHARES	MSCI INDIA ETF	46429B598	48,416	1,600,000	SH	DFND	3	1,600,000	0	0
iSHARES	MSCI TAIWAN ETF	464286731	46,205	2,928,101	SH	DFND	3	2,928,101	0	0
J & J SNACK FOODS CORP	COM	466032109	8,863	80,088	SH	DFND	2	80,088	0	0
J2 GLOBAL INC	COM	48123V102	118,117	1,738,554	SH	DFND	2,4	1,382,762	31,154	324,638
JOHNSON & JOHNSON	COM	478160104	249,703	2,562,103	SH	DFND	2,4	2,500,752	21,918	39,433
JONES LANG LASALLE INC	COM	48020Q107	521	3,045	SH	DFND	4	3,045	0	0
JPMORGAN CHASE & CO	COM	46625H100	169,915	2,507,698	SH	DFND	2,3,4	2,404,528	41,506	61,664

KAMAN CORP	COM	483548103	8,334	198,723	SH	DFND	2	198,723	0	0
KELLY SVCS INC	CL A	488152208	9,025	587,923	SH	DFND	2,4	575,290	12,633	0
KILROY RLTY CORP	COM	49427F108	557	8,300	SH	DFND	2	8,300	0	0
KIMCO RLTY CORP	COM	49446R109	522	23,152	SH	DFND	2	23,152	0	0
KINDER MORGAN INC DEL	COM	49456B101	99,763	2,598,810	SH	DFND	2,4	2,598,810	0	0
KITE RLTY GROUP TR	COM NEW	49803T300	1,588	64,900	SH	DFND	2	64,900	0	0
KLX INC	COM	482539103	69,961	1,585,345	SH	DFND	2	1,220,851	31,186	333,308
KNOLL INC	COM NEW	498904200	8,133	324,940	SH	DFND	2	324,940	0	0
KONINKLIJKE PHILIP	NY REG SH NEW	500472303	1,291	50,783	SH	DFND	3	50,783	0	0
KRAFT FOODS GROUP INC	COM	50076Q106	6,707	78,781	SH	DFND	3	78,781	0	0
LANDSTAR SYS INC	COM	515098101	37,233	556,804	SH	DFND	2	427,904	10,925	117,975
LASALLE HOTEL PPTY S	COM SH BEN INT	517942108	574	16,200	SH	DFND	2	16,200	0	0
LAZARD LTD	SHS A	G54050102	3,408	60,600	SH	DFND	2	60,600	0	0
LEAR CORP	COM NEW	521865204	2,790	24,850	SH	DFND	2	24,700	0	150
LEGACY TEX FINL GROUP INC	COM	52471Y106	3,797	125,725	SH	DFND	2	125,725	0	0
LIBERTY PPTY TR	SH BEN INT	531172104	1,041	32,300	SH	DFND	2	32,300	0	0
LITHIA MTRS INC	CL A	536797103	8,948	79,071	SH	DFND	2	79,071	0	0
LITTELFUSE INC	COM	537008104	8,745	92,158	SH	DFND	2	92,158	0	0
LOCKHEED MARTIN CORP COM	COM	539830109	2,881	15,500	SH	DFND	2	15,415	0	85
LOWES COS INC	COM	548661107	710	10,600	SH	DFND	2	10,600	0	0
MACY'S INC.	COM	55616P104	11,411	170,080	SH	DFND	4	170,080	0	0
MAGELLAN MIDSTREAM PRTNRS LP C	COM UNIT RP LP	559080106	74,705	1,018,053	SH	DFND	2	1,017,433	0	620
MARATHON PETE CORP	COM	56585A102	3,636	69,500	SH	DFND	2	69,400	0	100
MARCUS CORP	COM	566330106	7,247	377,818	SH	DFND	2	377,818	0	0
MARKWEST ENERGY PARTNERS LP	UNIT LTD PARTN	570759100	17,627	312,647	SH	DFND	2	312,647	0	0
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	2,526	191,600	SH	DFND	2	190,175	0	1,425
MATRIX SVC CO	COM	576853105	4,221	230,934	SH	DFND	2	230,934	0	0
MCCORMICK & CO INC	COM NON VTG	579780206	96,538	1,192,568	SH	DFND	2,4	1,146,229	14,189	32,150
MCKESSON CORP	COM	58155Q103	10,784	48,084	SH	DFND	4	48,084	0	0
MEADWESTVACO CORP	COM	583334107	50,611	1,072,491	SH	DFND	2,4	845,455	23,391	203,645
MEDNAX INC	COM	58502B106	90,003	1,214,449	SH	DFND	2	930,855	24,094	259,500
MEDTRONIC PLC	COM	G5960L103	7,995	109,073	SH	DFND	4	109,073	0	0
MEMORIAL RESOURCE DEV CORP	COM	58605Q109	42,655	2,248,530	SH	DFND	2	1,742,984	43,296	462,250
MERCK & CO INC	COM	58933Y105	2,972	52,200	SH	DFND	2	51,825	0	375

MEREDITH CORP	COM	589433101	65,373	1,253,565	SH	DFND	2,4	999,047	22,020	232,498
MERIT MED SYS INC	COM	589889104	4,513	209,503	SH	DFND	2	209,503	0	0
METHANEX CORP	COM	59151K108	1,332	24,000	SH	DFND	4	24,000	0	0
METLIFE INC	COM	59156R108	85,165	1,523,010	SH	DFND	2,3,4	1,522,500	0	510
MICROSOFT CORP	COM	594918104	63,187	1,431,190	SH	DFND	2,4	1,430,715	0	475
MID-AMER APT CMNTYS INC	COM	59522J103	1,136	15,600	SH	DFND	2	15,600	0	0
MILLER HERMAN INC COM	COM	600544100	70,109	2,423,391	SH	DFND	2	2,086,350	52,341	284,700
MOHAWK INDS INC	COM	608190104	27,644	144,809	SH	DFND	2	71,515	1,514	71,780
MONDELEZ INTL INC	CL A	609207105	5,475	133,060	SH	DFND	3,4	133,060	0	0
MOODYS CORP	COM	615369105	9,483	87,834	SH	DFND	3	87,834	0	0
MSC INDL DIRECT INC	CL A	553530106	2,353	33,725	SH	DFND	2	33,725	0	0
NATIONAL RETAIL PPTYS INC	COM	637417106	1,267	36,197	SH	DFND	3	36,197	0	0
NETEASE INC	SPONSORED ADR	64110D104	34,998	1,108,937	SH	DFND	2,4	723,365	20,377	365,195
NETEASE INC	SPONSORED ADR	64110W102	11,511	79,461	SH	DFND	2	0	0	79,461
NEXTERA ENERGY INC	COM	65339F101	134,681	1,373,876	SH	DFND	2,4	1,340,145	10,631	23,100
NGL ENERGY PARTNERS LP	COM UNIT REPST	62913M107	7,662	252,615	SH	DFND	2	252,615	0	0
NIKE INC	CL B	654106103	523	4,840	SH	DFND	4	4,840	0	0
NORTHWESTERN CORP	COM NEW	668074305	8,679	178,028	SH	DFND	2	178,028	0	0
NOVARTIS A G	SPONSORED ADR	66987V109	57,773	587,486	SH	DFND	2	587,486	0	0
NXP SEMICONDUCTORS NV	COM	N6596X109	4,077	41,820	SH	DFND	4	41,820	0	0
OCCIDENTAL PETE CORP DEL	COM	674599105	98,941	1,272,223	SH	DFND	2,4	1,249,569	6,914	15,740
OMNICELL INC COM	COM	68213N109	8,716	231,121	SH	DFND	2	231,121	0	0
OMNICOM GROUP INC	COM	681919106	4,890	70,370	SH	DFND	3	70,370	0	0
ON SEMICONDUCTOR CORP	COM	682189105	110,156	9,423,091	SH	DFND	2	7,230,482	181,728	2,010,881
OPUS BK IRVINE CALIF	COM	684000102	4,849	134,029	SH	DFND	2	134,029	0	0
ORACLE CORPORATION	COM	68389X105	280	6,920	SH	DFND	4	6,920	0	0
OSHKOSH CORP	COM	688239201	34,552	815,294	SH	DFND	2	628,597	17,608	169,089
OSI SYSTEMS INC	COM	671044105	4,807	67,911	SH	DFND	2	67,911	0	0
PARKER HANNIFIN CORP	COM	701094104	2,224	19,115	SH	DFND	2	14,415	0	4,700
PDC ENERGY INC	COM	69327R101	52,559	979,838	SH	DFND	2,4	777,359	26,139	176,340
PEPSICO INC	COM	713448108	162,520	1,741,157	SH	DFND	2,4	1,718,949	9,873	12,335
PERKINELMER INC	COM	714046109	43,731	830,748	SH	DFND	2	641,320	16,298	173,130
PFIZER INC	COM	717081103	1,007	30,030	SH	DFND	2,4	30,030	0	0
PITNEY-BOWES INC.	COM	724479100	122,275	5,875,747	SH	DFND	2,4	4,652,084	125,082	1,098,581

PLAINS ALL AMERN PIPELINE L P	UNIT LTD PARTN	726503105	114,762	2,633,957	SH	DFND	2	2,632,897	0	1,060
PLAINS GP HLDGS L P SHS A REP	COM	72651A108	39,400	1,524,773	SH	DFND	2	1,523,008	0	1,765
PLUM CREEK TIMBER CO INC	COM	729251108	556	13,700	SH	DFND	2	13,700	0	0
POLYONE CORP	COM	73179P106	94,505	2,412,693	SH	DFND	2,4	1,908,888	53,862	449,943
POTLATCH CORP NEW	NEW COM	737630103	52,694	1,491,897	SH	DFND	2	1,264,837	0	227,060
POWERSHARES INDIA ETF TR	INDIA PORT	73935L100	29,229	1,351,329	SH	DFND	3	1,351,329	0	0
PRECISION CASTPARTS CORP	COM	740189105	2,718	13,600	SH	DFND	2	11,500	0	2,100
PREMIER INC	CL A	74051N102	76,758	1,995,800	SH	DFND	2,4	1,488,078	40,715	467,007
PRICE T ROWE GROUP INC	COM	74144T108	4,821	62,024	SH	DFND	2,3	62,024	0	0
PRIVATEBANCORP INC	COM	742962103	87,991	2,209,712	SH	DFND	2	1,808,581	45,506	355,625
PROCTER & GAMBLE CO	COM	742718109	392	5,004	SH	DFND	2	5,004	0	0
PROLOGIS INC	COM	74340W103	1,010	27,223	SH	DFND	2	27,223	0	0
PS BUSINESS PKS INC CALIF	COM	69360J107	47,587	659,553	SH	DFND	2	607,858	0	51,695
PUBLIC STORAGE	COM	74460D109	2,305	12,500	SH	DFND	2	12,500	0	0
QEP MIDSTREAM PARTNERS LP COM	COM UNIT RP LTD	74735R115	9,127	520,645	SH	DFND	2	520,645	0	0
QUALCOMM INC	COM	747525103	8,973	143,269	SH	DFND	2,4	137,633	5,636	0
QUESTAR CORP	COM	748356102	68,664	3,283,779	SH	DFND	2	2,607,908	68,511	607,360
RANDGOLD RES LTD	ADR	752344309	3,435	51,300	SH	DFND	2,3	51,300	0	0
RAYTHEON CO	COM NEW	755111507	131,479	1,374,152	SH	DFND	2,3,4	1,351,630	10,722	11,800
REGENCY CTRS CORP	COM	758849103	3,179	53,900	SH	DFND	2	53,900	0	0
RENT A CTR INC NEW	COM	76009N100	67,172	2,369,368	SH	DFND	2	1,844,000	45,233	480,135
REPUBLIC SVCS INC	COM	760759100	214	5,472	SH	DFND	2	5,472	0	0
RIO TINTO LIMITED	COM	767204100	2,626	63,567	SH	DFND	3	63,567	0	0
ROADRUNNER TRNSN SVCS HLDG INC	COM	76973Q105	8,679	336,382	SH	DFND	2	336,382	0	0
ROCK-TENN CO	CL A	772739207	38,951	647,026	SH	DFND	2,4	502,670	12,141	132,215
RSP PERMIAN INC	COM	74978Q105	65,624	2,334,533	SH	DFND	2,4	1,888,531	53,472	392,530
RUSH ENTERPRISES	COM	781846209	8,130	310,179	SH	DFND	2	310,179	0	0
SAFETY INS GROUP INC	COM	78648T100	4,411	76,426	SH	DFND	2	76,426	0	0
SANDISK CORP	COM	80004C101	16,394	281,580	SH	DFND	2	136,070	0	145,510
SAP SE	SPONSORED ADR	803054204	4,761	68,258	SH	DFND	3	68,258	0	0
SCHLUMBERGER LTD	COM	806857108	458	5,315	SH	DFND	4	5,315	0	0
SCHULMAN A INC	COM	808194104	8,755	200,250	SH	DFND	2	200,250	0	0
SEMGROUP CORP	COM	81663A105	9,934	124,984	SH	DFND	2	124,334	0	650
SEMTECH CORP COM	COM	816850101	6,549	329,941	SH	DFND	2	329,941	0	0

SHERWIN WILLIAMS CO	COM	824348106	13,125	47,726	SH	DFND	2,4	46,105	1,621	0
SHIRE PHARMACEUTICALS GRP PLC ADR	COM	82481R106	9,383	38,896	SH	DFND	4	38,896	0	0
SIMON PPTY GROUP INC	COM	828806109	83,931	485,093	SH	DFND	2,4	471,193	0	13,900
SKYWORKS SOLUTIONS INC	COM	83088M102	49,288	473,464	SH	DFND	2,4	455,170	5,544	12,750
SMITH A O COM	COM	831865209	3,621	50,300	SH	DFND	2	50,300	0	0
SMUCKER J M CO	COM NEW	832696405	108,543	1,001,236	SH	DFND	2,4	875,197	15,719	110,320
SOUTHERN CO	COM	842587107	52,090	1,243,190	SH	DFND	2	1,243,190	0	0
SPDR GOLD TRUST	COM	78463V107	279	2,468	SH	DFND	4	2,468	0	0
SPDR S&P BIOTECH ETF	COM	78464A870	10,563	43,717	SH	DFND	4	43,717	0	0
SPECTRA ENERGY CORP	COM	847560109	41,223	1,264,505	SH	DFND	2	1,264,505	0	0
STAG INDL INC	COM	85254J102	35,023	1,751,167	SH	DFND	2	1,589,408	0	161,759
STANLEY BLACK & DECKER INC	COM	854502101	6,124	58,190	SH	DFND	3	58,190	0	0
STARWOOD HOTELS&RESORTS WRLDWD	COM	85590A401	469	5,780	SH	DFND	4	5,780	0	0
SUMMIT HOTEL PPTYS INC	COM	866082100	10,607	815,275	SH	DFND	2	815,275	0	0
SUMMIT MIDSTREAM PARTNERS LP	COM UNIT LTD	866142102	15,642	473,428	SH	DFND	2	473,428	0	0
SUNOCO LOGISTICS PARTNERS LP	COM UNITS	86764L108	14,139	371,782	SH	DFND	2	371,782	0	0
SVB FINL GROUP	COM	78486Q101	97,940	680,235	SH	DFND	2,4	530,208	13,999	136,028
SYNERGY RES CORP	COM	87164P103	8,276	724,076	SH	DFND	2	724,076	0	0
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	2,999	132,068	SH	DFND	3	132,068	0	0
TAL INTL GROUP INC	COM	874083108	6,568	207,853	SH	DFND	2	207,853	0	0
TANGER FACTORY OUTLET CTRS I	COM	875465106	1,610	50,800	SH	DFND	2	50,800	0	0
TARGA RES CORP COM	COM	87612G101	25,381	285,449	SH	DFND	2,4	285,449	0	0
TARGA RESOURCES L.P.	COM	87611X105	956	24,602	SH	DFND	4	24,602	0	0
TARGET CORP	COM	87612E106	565	6,920	SH	DFND	2,4	5,820	0	1,100
TC PIPELINES LP	UT COM LTD PRT	87233Q108	9,226	161,864	SH	DFND	2	161,864	0	0
TE CONNECTIVITY LTD REG	REG SHS	H84989104	1,620	25,200	SH	DFND	2	25,200	0	0
TECHNOLOGY SELECT SECTOR SPDR FUND	COM	81369Y803	697	16,844	SH	DFND	4	16,844	0	0
TEGNA INC	COM	87901J105	2,773	86,475	SH	DFND	2	85,850	0	625
TELEFLEX INC	COM	879369106	95,250	703,209	SH	DFND	2	536,966	14,561	151,682
TENARIS S A	SPONSORED ADR	88031M109	45,653	1,689,585	SH	DFND	2,3	1,346,023	0	343,562
TERRENO RLTY CORP	COM	88146M101	5,148	261,298	SH	DFND	2	261,298	0	0

TESORO LOGISTICS LP	COM UNIT LP	88160T107	35,488	621,292	SH	DFND	2	621,292	0	0
TEXAS INSTRS INC	COM	882508104	1,695	32,911	SH	DFND	2	32,911	0	0
TEXTRON INC	COM	883203101	7,885	176,686	SH	DFND	2	171,865	4,546	275
THOR INDS INC	COM	885160101	2,828	50,250	SH	DFND	2	49,900	0	350
TIME INC	COM	887228104	91,928	3,995,160	SH	DFND	4	3,126,413	85,670	783,077
TIME WARNER INC	COM NEW	887317303	153,936	1,761,080	SH	DFND	2,4	1,714,657	18,723	27,700
TJX COS INC NEW	COM	872540109	3,025	45,720	SH	DFND	2	45,355	0	365
TRANSOCEAN PARTNERS LLC	COM UNIT RP LT	Y8977Y100	3,857	278,856	SH	DFND	2	278,856	0	0
TREX CO INC	COM	89531P105	46,872	948,247	SH	DFND	2,4	848,630	18,685	80,932
TRIMBLE NAVIGATION LTD COM	COM	896239100	69,939	2,981,208	SH	DFND	2	2,305,191	57,732	618,285
TRUE BLUE INC	COM	89785X101	57,368	1,918,666	SH	DFND	2	1,664,610	39,585	214,471
TWENTY FIRST CENTY FOX INC CL	COM	90130A101	9,625	295,742	SH	DFND	2,4	282,910	12,832	0
UBS GROUP AG CHF 0.1	COM	H42097107	5,995	282,518	SH	DFND	3	282,518	0	0
UNILEVER NV	COM	904784709	2,972	71,406	SH	DFND	3	71,406	0	0
UNION PAC CORP	COM	907818108	91,738	961,912	SH	DFND	2,4	924,698	13,494	23,720
UNITED TECHNOLOGIES CORP	COM	913017109	79,111	713,169	SH	DFND	2	686,994	9,645	16,530
UNITEDHEALTH GROUP INC	COM	91324P102	4,933	40,435	SH	DFND	2	40,040	0	395
US BANCORP DEL	COM NEW	902973304	127,715	2,942,741	SH	DFND	2,4	2,932,787	9,954	0
VALE S A	ADR	91912E105	6,892	1,170,094	SH	DFND	2,3	998,394	0	171,700
VALERO ENERGY CORP	COM	91913Y100	10,452	172,585	SH	DFND	4	172,585	0	0
VALERO ENERGY PARTNERS LP	UNT REP LP	91914J102	14,119	276,408	SH	DFND	2	276,408	0	0
VENTAS INC	COM	92276F100	5,785	93,171	SH	DFND	2	93,171	0	0
VERIZON COMMUNICATIONS INC	COM	92343V104	93,382	2,002,755	SH	DFND	2,3,4	1,926,608	25,547	50,600
VIACOM INC NEW CL B	COM	92553P201	76,627	1,185,443	SH	DFND	2,4	1,133,475	15,868	36,100
VISA INC- CLASS A SHARES	COM	92826C839	11,951	179,125	SH	DFND	4	179,125	0	0
VORNADO RLTY TR	SH BEN INT	929042109	1,027	10,815	SH	DFND	2	10,815	0	0
VTTI ENERGY PARTNERS LP	COM UNIT RP LT	Y9384M101	9,400	375,400	SH	DFND	2	375,400	0	0
WAL-MART STORES INC	COM	931142103	418	5,900	SH	DFND	2	5,900	0	0
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	576	22,200	SH	DFND	2	22,200	0	0
WATTS WATER TECHNOLOGIES	CL A	942749102	66,043	1,273,723	SH	DFND	2	1,022,916	26,589	224,218
WEC Energy Group, Inc	COM	92939U106	86,768	1,929,469	SH	DFND	2,4	1,767,335	22,584	139,550
WELLS FARGO & CO	COM	949746101	220,122	3,913,989	SH	DFND	2,4	3,793,805	43,344	76,840
WESBANCO INC	COM	950810101	8,615	253,230	SH	DFND	2	253,230	0	0

WESCO INTL INC	COM	95082P105	40,935	596,379	SH	DFND	2	571,783	7,796	16,800
WESTERN DIGITAL CORP	COM	958102105	5,312	67,744	SH	DFND	2,4	67,744	0	0
WESTERN GAS PARTNERS LP	COM UNIT LP IN	958254104	70,083	1,105,940	SH	DFND	2	1,105,940	0	0
WESTLAKE CHEM PARTNERS LP	COM UNIT RP LP	960417103	5,598	257,359	SH	DFND	2	257,359	0	0
WEYERHAEUSER CO	COM	962166104	1,143	36,300	SH	DFND	2	36,300	0	0
WILLIAMS COS INC DEL	COM	969457100	14,244	248,199	SH	DFND	2,3	248,199	0	0
WILLIAMS PARTNERS LP	COM UNIT	96949L105	78,705	1,621,938	SH	DFND	2,4	1,621,938	0	0
WILLIAMS SONOMA INC COM	COM	969904101	469	5,705	SH	DFND	4	5,705	0	0
WINTRUST FINL CORP	COM	97650W108	92,216	1,727,541	SH	DFND	2	1,429,173	34,048	264,320
WOODWARD INC	COM	980745103	96,738	1,759,191	SH	DFND	2,4	1,376,667	32,697	349,827
WORLD POINT TERMINALS LP	UNIT REP LTD PT	98159G107	9,141	532,680	SH	DFND	2	532,680	0	0
WUXI PHARMATECH CAYMAN INC	SPONS ADR SHS	929352102	26,265	621,520	SH	DFND	2	301,562	0	319,958