

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: 12-31-2014

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]

02-17-2015

[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: 2

Form 13F Information Table Entry Total: 322

Form 13F Information Table Value Total: 12,965,888

(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	028-05046	WESTWOOD MANAGEMENT CORP.
3	028-16146	WESTWOOD INTERNATIONAL ADVISORS INC.

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

OMB APPROVAL	
OMB Number:	3235-0006
Expires:	July 31, 2015
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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 (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGER	VOTING AUTHORITY			
								SOLE	SHARED	NONE	
ABBOTT LABS	COM	002824100	167,262	3,715,292	SH	DFND	2	3,591,986	38,876	84,430	
ABBVIE INC	COM	00287Y109	635	9,700	SH	DFND	2	9,700	0	0	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	4,391	49,170	SH	DFND	2	42,970	0	6,200	
ACCESS MIDSTREAM PARTNERS L.P.	UNIT	00434L109	50,555	932,750	SH	DFND	2	932,750	0	0	
ACE LTD	SHS	H0023R105	8,870	77,215	SH	DFND	3	77,215	0	0	
ADVANCE AUTO PARTS INC	COM	00751Y106	64,777	406,682	SH	DFND	2	351,937	4,385	50,360	
AETNA INC NEW	COM	00817Y108	91,054	1,025,042	SH	DFND	2	973,256	11,356	40,430	
AGCO CORP	COM	001084102	4,834	106,948	SH	DFND	3	106,948	0	0	
ALAMO GROUP INC.	COM	011311107	3,951	81,564	SH	DFND	2	81,564	0	0	
ALBEMARLE CORP	COM	012653101	3,503	58,255	SH	DFND	2	58,255	0	0	
ALEXANDRIA REAL ESTATE EQ INC	COM	015271109	164,732	1,856,348	SH	DFND	2	1,715,928	0	140,420	
ALLETE INC	COM NEW	018522300	7,702	139,675	SH	DFND	2	139,675	0	0	
ALTERA CORP	COM	021441100	17,810	482,135	SH	DFND	2	208,835	0	273,300	
AMC NETWORKS INC CL A	COM	00164V103	184,298	2,890,039	SH	DFND	2	2,481,954	37,055	371,030	
AMDOCS LTD	ORD	G02602103	253,305	5,429,317	SH	DFND	2	4,811,346	87,459	530,512	
AMERICAN CAMPUS COMMUNITIES	COM	024835100	1,241	30,000	SH	DFND	2	30,000	0	0	
AMERICAN INTL GROUP INC	COM NEW	026874784	112,145	2,002,233	SH	DFND	2	1,895,217	30,141	76,875	
AMERICAN TOWER CORP NEW	COM	03027X100	3,796	38,400	SH	DFND	2	38,400	0	0	
AMERISAFE INC	COM	03071H100	3,633	85,769	SH	DFND	2	85,769	0	0	
AMPHENOL CORP NEW	CL A	032095101	5,548	103,100	SH	DFND	2	103,100	0	0	
ANADARKO PETE CORP	COM	032511107	6,431	77,957	SH	DFND	2	74,600	3,257	100	
APOGEE ENTERPRISES INC	COM	037598109	43,661	1,030,462	SH	DFND	2	913,555	21,017	95,890	
APPLE INC	COM	037833100	107,374	972,767	SH	DFND	2	924,564	12,135	36,068	
ARC LOGISTICS PARTNERS LP	COM UT REP LPN	03879N101	3,205	187,847	SH	DFND	2	187,847	0	0	

ARRIS GROUP INC NEW	COM	04270V106	179,316	5,939,593	SH	DFND	2	5,138,913	66,997	733,683
AT&T INC	COM	00206R102	92,412	2,751,170	SH	DFND	2,3	2,739,893	11,177	100
AVAGO TECHNOLOGIES LTD SHS	COM	Y0486S104	3,782	37,600	SH	DFND	2	37,600	0	0
AVALONBAY CMNTYS INC	COM	053484101	1,978	12,109	SH	DFND	2	12,109	0	0
AVG TECHNOLOGIES N V	SHS	N07831105	75,700	3,834,828	SH	DFND	2	3,351,376	72,282	411,170
AVNET INC	COM	053807103	8,272	192,285	SH	DFND	2	86,885	0	105,400
AXIS CAPITAL HOLDINGS LTD	SHS	G0692U109	3,014	59,000	SH	DFND	2	59,000	0	0
B/E AEROSPACE INC	COM	073302101	53,031	914,019	SH	DFND	2	699,607	17,001	197,411
BANCFIRST CORP	COM	05945F103	3,640	57,423	SH	DFND	2	57,423	0	0
BANK OF AMERICA CORPORATION	COM	060505104	139,522	7,798,858	SH	DFND	2	7,409,109	89,414	300,335
BANKUNITED INC	COM	06652K103	82,467	2,846,638	SH	DFND	2	2,273,161	60,977	512,500
BARD C R INC	COM	067383109	5,398	32,400	SH	DFND	2	32,400	0	0
BEACON ROOFING SUPPLY INC	COM	073685109	45,439	1,634,488	SH	DFND	2	1,444,682	38,981	150,825
BECTON DICKINSON & CO	COM	075887109	210,883	1,515,403	SH	DFND	2	1,472,522	13,306	29,575
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	2,092	13,936	SH	DFND	2	12,713	0	1,223
BLOCK H & R	COM	093671105	8,554	253,975	SH	DFND	2	119,075	0	134,900
BOEING CO	COM	097023105	153,302	1,179,429	SH	DFND	2	1,143,455	11,539	24,435
BOISE CASCADE CO DEL	COM	09739D100	81,124	2,183,697	SH	DFND	2	1,947,640	47,642	188,415
BONANZA CREEK ENERGY INC	COM	097793103	30,113	1,254,712	SH	DFND	2	1,021,506	20,871	212,335
BORGWARNER INC	COM	099724106	33,946	617,767	SH	DFND	2	398,761	11,006	208,000
BOSTON PROPERTIES INC	COM	101121101	69,499	540,053	SH	DFND	2	540,053	0	0
BRANDYWINE REALTY TRUST	SH BEN INT NEW	105368203	1,855	116,100	SH	DFND	2	116,100	0	0
BRISTOL MYERS SQUIBB CO	COM	110122108	3,848	65,194	SH	DFND	3	65,194	0	0
BROADRIDGE FINL SOLUTIONS INC	COM	11133T103	82,325	1,782,696	SH	DFND	2	1,363,051	34,945	384,700
CABELAS INC	COM	126804301	2,814	53,377	SH	DFND	2	52,927	0	450
CAMDEN PPTY TR	SH BEN INT	133131102	1,194	16,167	SH	DFND	2	16,167	0	0
CAMERON INTERNATIONAL CORP	COM	13342B105	3,069	61,438	SH	DFND	3	61,438	0	0
CAPITAL ONE FINL CORP	COM	14040H105	253,793	3,074,408	SH	DFND	2,3	2,986,039	23,624	64,745
CARDTRONICS INC	COM	14161H108	92,070	2,386,466	SH	DFND	2	2,067,408	58,323	260,735
CATERPILLAR INC DEL	COM	149123101	3,363	36,743	SH	DFND	3	36,743	0	0
CHEMICAL FINL CORP	COM	163731102	7,925	258,643	SH	DFND	2	258,643	0	0
CHEVRON CORP NEW	COM	166764100	126,871	1,130,957	SH	DFND	2	1,096,414	7,963	26,580

CIGNA CORPORATION	COM	125509109	94,377	917,088	SH	DFND	2	868,870	10,893	37,325
CIT GROUP INC	COM NEW	125581801	89,752	1,876,486	SH	DFND	2	1,782,693	28,488	65,305
CLOUD PEAK ENERGY INC	COM	18911Q102	25,910	2,822,487	SH	DFND	2	2,392,201	71,303	358,983
COLFAX CORP	COM	194014106	35,861	695,387	SH	DFND	2	517,330	23,613	154,444
COLGATE PALMOLIVE CO	COM	194162103	103,062	1,489,550	SH	DFND	2	1,430,725	0	58,825
COLUMBIA BKG SYS INC	COM	197236102	7,409	268,358	SH	DFND	2	268,358	0	0
COMCAST CORP NEW	CL A	20030N101	210,805	3,633,955	SH	DFND	2	3,541,056	26,594	66,305
COMERICA INC	COM	200340107	41,328	882,317	SH	DFND	2	689,709	16,498	176,110
COMPASS MINERALS INTL INC	COM	20451N101	421	4,850	SH	DFND	2	4,850	0	0
COMPUTER SCIENCES CORP	COM	205363104	2,115	33,550	SH	DFND	2	33,500	0	50
CONE MIDSTREAM PARTNERS LP	COM UNIT REPST	206812109	10,789	447,315	SH	DFND	2	447,315	0	0
CONMED CORP	COM	207410101	18,243	405,750	SH	DFND	2	363,750	0	42,000
CONOCOPHILLIPS	COM	20825C104	349	5,050	SH	DFND	2	5,050	0	0
CONSOL ENERGY INC	COM	20854P109	16,930	500,735	SH	DFND	2	390,035	0	110,700
CONTANGO OIL & GAS COMPANY	COM	21075N204	5,265	180,068	SH	DFND	2	180,068	0	0
CONTINENTAL BLDG PRODS INC	COM	211171103	4,905	276,661	SH	DFND	2	276,661	0	0
COPA HOLDINGS SA	CL A	P31076105	36,461	351,808	SH	DFND	2,3	223,383	0	128,425
CREDICORP LTD	COM	G2519Y108	45,493	284,009	SH	DFND	2,3	203,230	0	80,779
CRESTWOOD MIDSTREAM PARTNERS	UNIT LTD PARTNER	226378107	33,540	2,209,489	SH	DFND	2	2,209,489	0	0
CUBESMART	COM	229663109	686	31,100	SH	DFND	2	31,100	0	0
CYRUSONE INC COM	COM	23283R100	9,162	332,562	SH	DFND	2	332,562	0	0
DARLING INGREDIENTS INC	COM	237266101	18,136	998,653	SH	DFND	2	829,497	11,356	157,800
DEAN FOODS	COM	242370203	31,385	1,619,473	SH	DFND	2	1,414,173	0	205,300
DELEK LOGISTICS PARTNERS LP	UNT RP INT	24664T103	10,356	291,978	SH	DFND	2	291,978	0	0
DELTA AIR LINES	COM	247361702	4,446	90,375	SH	DFND	2	90,375	0	0
DENTSPLY INTL INC NEW	COM	249030107	3,500	65,700	SH	DFND	2	65,700	0	0
DIAMONDROCK HOSPITALITY CO	COM	252784301	18,233	1,226,175	SH	DFND	2	1,083,405	0	142,770
DICKS SPORTING GOODS INC	COM	253393102	66,009	1,329,493	SH	DFND	2	1,047,755	16,299	265,439
DILLARDS INC	COM	254067101	3,817	30,490	SH	DFND	2	30,450	0	40
DOMINION MIDSTREAM PARTNERS, L	COM UT REP LTD	257454108	13,109	334,425	SH	DFND	2	334,425	0	0
DOUGLAS EMMETT INC	COM	25960P109	594	20,900	SH	DFND	2	20,900	0	0
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	12,580	175,505	SH	DFND	2	101,705	0	73,800

DTS INC COM	COM	23335C101	7,369	239,654	SH	DFND	2	239,654	0	0
DU PONT E I DE NEMOURS & CO CO	COM	263534109	54,148	732,320	SH	DFND	2	732,320	0	0
DUN & BRADSTREET CORP DEL NEW	COM	26483E100	8,563	70,789	SH	DFND	3	70,789	0	0
EAST WEST BANCORP INC	COM	27579R104	49,809	1,286,718	SH	DFND	2	1,019,412	25,169	242,137
EATON VANCE CORP	COM NON VTG	278265103	3,512	85,800	SH	DFND	2	85,800	0	0
EBAY INC	COM	278642103	88,248	1,572,481	SH	DFND	2	1,490,875	17,816	63,790
EMERSON ELEC CO	COM	291011104	346	5,605	SH	DFND	2	5,605	0	0
EMPLOYERS HOLDINGS INC	COM	292218104	18,520	787,766	SH	DFND	2	769,021	18,745	0
ENERGIZER HLDGS INC	COM	29266R108	85,790	667,317	SH	DFND	2	534,741	14,151	118,425
ENERGY TRANSFER EQUITY L P	COM UT LTD PTN	29273V100	50,900	887,064	SH	DFND	2	887,064	0	0
ENERGY TRANSFER PRTNRS L P	UNIT LTD PARTN	29273R109	26,300	404,621	SH	DFND	2	404,621	0	0
ENERSIS S A SPONSORED ADR	SPONSORED ADR	29274F104	11,110	693,090	SH	DFND	3	693,090	0	0
ENLINK MIDSTREAM LLC COM UNIT	COM UNIT REP LTD	29336T100	11,102	312,207	SH	DFND	2	312,207	0	0
ENTERPRISE PRODS PARTNERS L P	COM	293792107	99,716	2,760,700	SH	DFND	2	2,760,700	0	0
EOG RES INC	COM	26875P101	89,807	975,422	SH	DFND	2	929,807	12,315	33,300
EQT CORP	COM	26884L109	42,424	560,418	SH	DFND	2	531,965	9,908	18,545
EQT MIDSTREAM PARTNERS LP UNIT	UNIT LTD PARTN	26885B100	25,360	288,180	SH	DFND	2	288,180	0	0
EQUIFAX INC	COM	294429105	93,191	1,152,355	SH	DFND	2	873,083	23,509	255,763
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1,307	18,200	SH	DFND	2	18,200	0	0
EXPRESS SCRIPTS HLDG CO	COM	30219G108	106,854	1,262,004	SH	DFND	2	1,192,456	14,163	55,385
EXXON MOBIL CORP	COM	30231G102	130,722	1,413,971	SH	DFND	2,3	1,368,106	10,010	35,855
FEDEX CORP	COM	31428X106	73,162	421,295	SH	DFND	2	398,916	4,764	17,615
FIRST FINL BANCORP OH	COM	320209109	59,153	3,181,980	SH	DFND	2	2,739,497	61,441	381,042
FLIR SYS INC	COM	302445101	42,975	1,330,094	SH	DFND	2	1,028,802	25,164	276,128
FLOWSERVE CORP	COM	34354P105	4,163	69,575	SH	DFND	2	69,515	0	60
FOMENTO ECONOMICO MEXICANO SAB	SPON ADR UNITS	344419106	34,998	397,571	SH	DFND	2,3	284,371	0	113,200
FOOT LOCKER INC COM	COM	344849104	2,469	43,950	SH	DFND	2	43,850	0	100
FORESIGHT ENERGY LP	COM UNT RP INT	34552U104	9,181	544,200	SH	DFND	2	544,200	0	0
FRANKLIN RES INC	COM	354613101	8,583	155,020	SH	DFND	2	145,960	0	9,060
FREEMPORT- MCMORAN COPPER & GOLD	COM	35671D857	2,285	97,801	SH	DFND	3	97,801	0	0
GARMIN LTD	SHS	H2906T109	115,124	2,179,145	SH	DFND	2	1,878,467	28,343	272,335

GENERAC HLDGS INC	COM	368736104	4,068	86,999	SH	DFND	3	86,999	0	0
GENERAL DYNAMICS CORP	COM	369550108	688	5,000	SH	DFND	2	5,000	0	0
GENERAL ELECTRIC CO	COM	369604103	101,696	4,024,370	SH	DFND	2	4,024,370	0	0
GENERAL MLS INC	COM	370334104	174,186	3,266,189	SH	DFND	2	3,185,381	32,013	48,795
GENERAL MTRS CO	COM	37045V100	9,949	285,000	SH	DFND	2	285,000	0	0
GENUINE PARTS CO	COM	372460105	554	5,200	SH	DFND	2	5,200	0	0
GILEAD SCIENCES INC	COM	375558103	5,641	59,850	SH	DFND	2	59,310	0	540
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	7,820	182,970	SH	DFND	2	176,100	6,870	0
GORMAN RUPP CO	COM	383082104	7,788	242,451	SH	DFND	2	242,451	0	0
GRAINGER W W INC	COM	384802104	14,682	57,602	SH	DFND	2	55,875	1,657	70
HAEMONETICS CORP	COM	405024100	71,019	1,897,889	SH	DFND	2	1,513,827	38,934	345,128
HARTFORD FINL SVCS GROUP INC	COM	416515104	177,135	4,248,865	SH	DFND	2	3,878,356	41,998	328,511
HASBRO INC	COM	418056107	762	13,854	SH	DFND	2	8,954	0	4,900
HCC INS HLDGS INC	COM	404132102	4,390	82,027	SH	DFND	2	35,797	0	46,230
HCP INC	COM	40414L109	3,148	71,500	SH	DFND	2	71,500	0	0
HEARTLAND EXPRESS INC	COM	422347104	7,775	287,865	SH	DFND	2	287,865	0	0
HEARTLAND PMT SYS INC	COM	42235N108	5,660	104,921	SH	DFND	2	104,921	0	0
HENRY JACK & ASSOC INC	COM	426281101	45,121	726,125	SH	DFND	2	563,530	14,515	148,080
HEWLETT PACKARD CO	COM	428236103	4,904	122,200	SH	DFND	2	121,900	0	300
HOME DEPOT INC	COM	437076102	115,652	1,101,769	SH	DFND	2	1,044,403	15,296	42,070
HONEYWELL INTL INC	COM	438516106	200,555	2,007,158	SH	DFND	2,3	1,938,773	16,340	52,045
HOSPIRA INC	COM	441060100	86,453	1,411,481	SH	DFND	2	1,064,588	26,128	320,765
HOST HOTELS & RESORTS INC	COM	44107P104	954	40,118	SH	DFND	2	40,118	0	0
HUBBELL INC CL B	CL B	443510201	30,511	285,601	SH	DFND	2	215,086	5,380	65,135
HUDSON PAC PPTYS INC	COM	444097109	709	23,600	SH	DFND	2	23,600	0	0
HYSTER YALE MATLS HANDLING	CL A	449172105	3,606	49,269	SH	DFND	2	49,269	0	0
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	90,667	1,491,474	SH	DFND	2	1,147,326	28,438	315,710
INLAND REAL ESTATE CORP	COM	457461200	37,429	3,418,171	SH	DFND	2	3,050,420	0	367,751
INTEGRA LIFESCIENCES HLDGS CP	COM	457985208	41,207	759,860	SH	DFND	2	661,029	14,628	84,203
INTEL CORP COM	COM	458140100	3,785	104,300	SH	DFND	2	104,100	0	200
INTERNATIONAL BUSINESS MACHS	COM	459200101	7,471	46,566	SH	DFND	3	46,566	0	0
INVESCO LTD	SHS	G491BT108	99,797	2,525,224	SH	DFND	2	2,404,498	27,156	93,570

iSHARES	MSCI TAIWAN ETF	464286731	1,896	84,700	SH	DFND	3	70,513	0	0
J & J SNACK FOODS CORP	COM	466032109	7,670	70,513	SH	DFND	2	1,428,533	30,365	324,543
J2 GLOBAL INC	COM	48123V102	110,573	1,783,441	SH	DFND	2	1,951,311	13,799	41,458
JOHNSON & JOHNSON	COM	478160104	209,826	2,006,568	SH	DFND	2	1,049,038	20,974	301,920
JOY GLOBAL INC	COM	481165108	63,822	1,371,932	SH	DFND	2	2,497,750	35,481	88,620
JPMORGAN CHASE & CO	COM	46625H100	164,076	2,621,851	SH	DFND	2,3	183,323	0	0
KAMAN CORP	COM	483548103	7,349	183,323	SH	DFND	2	754,324	11,845	0
KELLY SVCS INC	CL A	488152208	13,040	766,169	SH	DFND	2	37,700	0	0
KENNAMETAL INC COM	COM	489170100	1,349	37,700	SH	DFND	2	9,500	0	0
KILROY RLTY CORP	COM	49427F108	656	9,500	SH	DFND	2	25,052	0	0
KIMCO RLTY CORP	COM	49446R109	630	25,052	SH	DFND	2	2,247,718	0	0
KINDER MORGAN INC DEL	COM	49456B101	95,101	2,247,718	SH	DFND	2	68,200	0	0
KITE RLTY GROUP TR	COM NEW	49803T300	1,960	68,200	SH	DFND	2	349,782	8,469	99,100
KLX INC	COM	482539103	18,866	457,351	SH	DFND	2	256,665	0	0
KNOLL INC	COM NEW	498904200	5,434	256,665	SH	DFND	2	52,391	0	0
KONINKLIJKE PHILIP	NY REG SH NEW	500472303	1,531	52,391	SH	DFND	3	106,386	0	0
KRAFT FOODS GROUP INC	COM	50076Q106	6,666	106,386	SH	DFND	3	418,175	10,522	117,935
LANDSTAR SYS INC	COM	515098101	39,647	546,632	SH	DFND	2	16,300	0	0
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	660	16,300	SH	DFND	2	60,600	0	0
LAZARD LTD	SHS A	G54050102	3,032	60,600	SH	DFND	2	379,658	8,196	73,855
LEAR CORP	COM NEW	521865204	45,284	461,709	SH	DFND	2	29,600	0	0
LIBERTY PPTY TR	SH BEN INT	531172104	1,114	29,600	SH	DFND	2	585,385	14,492	158,286
LIFE TIME FITNESS INC	COM	53217R207	42,927	758,163	SH	DFND	2	448,998	0	0
LINN ENERGY LLC	UNIT LTD LIAB	536020100	4,548	448,998	SH	DFND	2	484,124	12,557	56,261
LITHIA MTRS INC	CL A	536797103	47,935	552,942	SH	DFND	2	76,908	0	0
LITTELFUSE INC	COM	537008104	7,435	76,908	SH	DFND	2	4,300	0	0
LOCKHEED MARTIN CORP COM	COM	539830109	828	4,300	SH	DFND	2	10,600	0	0
LOWES COS INC	COM	548661107	729	10,600	SH	DFND	2	17,700	0	0
MACERICH CO	COM	554382101	1,476	17,700	SH	DFND	2	838,933	0	0
MAGELLAN MIDSTREAM PRTNRS LP C	COM UNIT RP LP	559080106	69,346	838,933	SH	DFND	2	482,082	10,738	127,772
MANPOWERGROUP INC	COM	56418H100	42,306	620,592	SH	DFND	2	34,700	0	50
MARATHON PETE CORP	COM	56585A102	3,137	34,750	SH	DFND	2	321,003	0	0
MARCUS CORP	COM	566330106	5,942	321,003	SH	DFND	2	296,247	0	0

MARKWEST ENERGY PARTNERS LP	UNIT LTD PARTN	570759100	19,905	296,247	SH	DFND	2	261,000	0	500
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	3,792	261,500	SH	DFND	2	180,534	0	0
MATRIX SVC CO	COM	576853105	4,030	180,534	SH	DFND	2	1,289,504	13,726	47,665
MCCORMICK & CO INC	COM NON VTG	579780206	100,372	1,350,895	SH	DFND	2	49,800	2,237	0
MCDONALDS CORP	COM	580135101	4,876	52,037	SH	DFND	2	868,589	23,038	205,115
MEADWESTVACO CORP	COM	583334107	48,684	1,096,742	SH	DFND	2	1,044,977	28,216	273,055
MEDNAX INC	COM	58502B106	89,000	1,346,248	SH	DFND	2	1,038,371	26,056	232,043
MEREDITH CORP	COM	589433101	70,424	1,296,470	SH	DFND	2	291,708	0	0
MERIT MED SYS INC	COM	589889104	5,055	291,708	SH	DFND	2	1,954,940	9,516	33,060
METLIFE INC	COM	59156R108	108,045	1,997,516	SH	DFND	2,3	32,000	0	0
MICROCHIP TECHNOLOGY INC	COM	595017104	1,444	32,000	SH	DFND	2	1,132,873	0	0
MICROSOFT CORP	COM	594918104	52,622	1,132,873	SH	DFND	2	15,800	0	0
MID-AMER APT CMNTYS INC	COM	59522J103	1,180	15,800	SH	DFND	2	982,149	22,920	127,175
MILLER HERMAN INC COM	COM	600544100	33,322	1,132,244	SH	DFND	2	80,865	1,274	71,700
MOHAWK INDS INC	COM	608190104	23,900	153,839	SH	DFND	2	126,245	0	0
MONDELEZ INTL INC	CL A	609207105	4,586	126,245	SH	DFND	3	93,087	0	0
MOODYS CORP	COM	615369105	8,919	93,087	SH	DFND	3	959,583	3,496	38,165
MSC INDL DIRECT INC	CL A	553530106	81,351	1,001,244	SH	DFND	2	20,400	0	0
NATIONAL OILWELL VARCO INC	CL A	637071101	1,337	20,400	SH	DFND	2	46,350	0	0
NATIONAL RETAIL PPTYS INC	COM	637417106	1,825	46,350	SH	DFND	3	0	0	93,606
NETEASE INC	SPONSORED ADR	64110W102	9,280	93,606	SH	DFND	2	61,130	0	0
NEW JERSEY RESOURCES CORP	COM	646025106	3,741	61,130	SH	DFND	2	1,338,655	10,493	36,210
NEXTERA ENERGY INC	COM	65339F101	147,250	1,385,358	SH	DFND	2	386,113	0	0
NGL ENERGY PARTNERS LP	COM UNIT REPST	62913M107	10,807	386,113	SH	DFND	2	133,603	0	0
NORTHWESTERN CORP	COM NEW	668074305	7,559	133,603	SH	DFND	2	565,386	0	0
NOVARTIS A G	SPONSORED ADR	66987V109	52,389	565,386	SH	DFND	2	1,330,741	25,839	460,562
OASIS PETE INC NEW	COM	674215108	30,056	1,817,142	SH	DFND	2	1,178,044	6,725	24,115
OCCIDENTAL PETE CORP DEL	COM	674599105	97,448	1,208,884	SH	DFND	2	230,546	0	0
OMNICELL INC COM	COM	68213N109	7,636	230,546	SH	DFND	2	74,758	0	0
OMNICOM GROUP INC	COM	681919106	5,792	74,758	SH	DFND	3	5,740,221	138,564	1,784,091
ON SEMICONDUCTOR CORP	COM	682189105	77,625	7,662,876	SH	DFND	2	223,146	0	0

ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	8,843	223,146	SH	DFND	2	140,521	0	0
OPUS BK IRVINE CALIF	COM	684000102	3,987	140,521	SH	DFND	2	270,670	0	0
PACIFIC CONTINENTAL CORP	COM	69412V108	3,838	270,670	SH	DFND	2	15,815	0	4,500
PARKER HANNIFIN CORP	COM	701094104	2,620	20,315	SH	DFND	2	222,575	0	0
PBF LOGISTICS LP	UNIT LTD PTNR	69318Q104	4,752	222,575	SH	DFND	2	812,622	18,315	221,760
PDC ENERGY INC	COM	69327R101	43,445	1,052,697	SH	DFND	2	1,642,830	9,517	19,055
PEPSICO INC	COM	713448108	158,047	1,671,402	SH	DFND	2	781,652	18,157	219,420
PERKINELMER INC	COM	714046109	44,571	1,019,229	SH	DFND	2	16,600	0	0
PFIZER INC	COM	717081103	517	16,600	SH	DFND	2	1,388,899	0	0
PLAINS ALL AMERN PIPELINE L P	UNIT LTD PARTN	726503105	71,278	1,388,899	SH	DFND	2	1,497,168	0	0
PLAINS GP HLDGS L P SHS A REP	COM	72651A108	38,447	1,497,168	SH	DFND	2	13,000	0	0
PLUM CREEK TIMBER CO INC	COM	729251108	556	13,000	SH	DFND	2	1,262,399	0	228,550
POTLATCH CORP NEW	NEW COM	737630103	62,426	1,490,949	SH	DFND	2	328,300	0	281,156
POWERSHARES INDIA ETF TR	INDIA PORT	73935L100	12,792	609,456	SH	DFND	3	11,500	0	2,100
PRECISION CASTPARTS CORP	COM	740189105	3,276	13,600	SH	DFND	2	1,545,196	40,053	470,252
PREMIER INC	CL A	74051N102	68,921	2,055,501	SH	DFND	2	64,172	0	0
PRICE T ROWE GROUP INC	COM	74144T108	5,510	64,172	SH	DFND	2,3	1,138,729	26,638	142,830
PRIMORIS SVCS CORP	COM	74164F103	30,402	1,308,197	SH	DFND	2	2,295,207	53,374	424,136
PRIVATEBANCORP INC	COM	742962103	92,609	2,772,717	SH	DFND	2	5,004	0	0
PROCTER & GAMBLE CO	COM	742718109	456	5,004	SH	DFND	2	26,223	0	0
PROLOGIS INC	COM	74340W103	1,128	26,223	SH	DFND	2	589,588	0	51,600
PS BUSINESS PKS INC CALIF	COM	69360J107	51,000	641,188	SH	DFND	2	12,800	0	0
PUBLIC STORAGE	COM	74460D109	2,366	12,800	SH	DFND	2	477,674	0	0
QEP MIDSTREAM PARTNERS LP COM	COM UNIT RP LTD	74735R115	8,020	477,674	SH	DFND	2	864,235	5,173	1,350
QUALCOMM INC	COM	747525103	64,723	870,758	SH	DFND	2	2,597,192	67,266	593,815
QUESTAR CORP	COM	748356102	82,369	3,258,273	SH	DFND	2	53,135	0	0
RANDGOLD RES LTD	ADR	752344309	3,582	53,135	SH	DFND	2,3	1,391,424	10,549	23,465
RAYTHEON CO	COM NEW	755111507	154,189	1,425,438	SH	DFND	2,3	57,100	0	0
REGENCY CTRS CORP	COM	758849103	3,642	57,100	SH	DFND	2	749,144	0	0
REGENCY ENERGY PARTNERS L P	COM UNITS LP	75885Y107	17,979	749,144	SH	DFND	2	1,521,093	35,617	380,225
RENT A CTR INC NEW	COM	76009N100	70,349	1,936,935	SH	DFND	2	5,472	0	0
REPUBLIC SVCS INC	COM	760759100	220	5,472	SH	DFND	2	2,857,761	63,661	407,385

REX ENERGY CORPORATION	COM	761565100	16,977	3,328,807	SH	DFND	2	129,352	0	0
RICE MIDSTREAM PARTNERS LP	UNIT LTD PARTN	762819100	2,167	129,352	SH	DFND	2	331,757	0	0
ROADRUNNER TRNSV SVCS HLDG INC	COM	76973Q105	7,747	331,757	SH	DFND	2	645,218	15,809	169,585
ROCK-TENN CO	CL A	772739207	50,651	830,612	SH	DFND	2	513,033	15,956	166,221
ROCKWOOD HLDGS INC COM	COM	774415103	54,783	695,210	SH	DFND	2	2,095,032	54,444	419,630
RSP PERMIAN INC	COM	74978Q105	64,587	2,569,106	SH	DFND	2	640,934	10,273	56,380
RUSH ENTERPRISES	COM	781846209	22,678	707,587	SH	DFND	2	60,593	0	0
SAFETY INS GROUP INC	COM	78648T100	3,879	60,593	SH	DFND	2	197,525	0	0
SCHULMAN A INC	COM	808194104	8,006	197,525	SH	DFND	2	71,309	0	0
SEMGROUP CORP	COM	81663A105	4,877	71,309	SH	DFND	2	280,766	0	0
SEMTECH CORP COM	COM	816850101	7,741	280,766	SH	DFND	2	61,700	1,558	25
SHERWIN WILLIAMS CO	COM	824348106	16,646	63,283	SH	DFND	2	27,973	0	0
SIMON PPTY GROUP INC	COM	828806109	5,094	27,973	SH	DFND	2	1,489,815	18,008	67,785
SKYWORKS SOLUTIONS INC	COM	83088M102	114,563	1,575,608	SH	DFND	2	60,400	0	0
SMITH A O COM	COM	831865209	3,407	60,400	SH	DFND	2	615,125	10,588	105,975
SMUCKER J M CO	COM NEW	832696405	73,886	731,688	SH	DFND	2	1,122,430	0	0
SOUTHERN CO	COM	842587107	55,123	1,122,430	SH	DFND	2	1,167,505	0	0
SPECTRA ENERGY CORP	COM	847560109	42,380	1,167,505	SH	DFND	2	1,475,451	0	161,969
STAG INDL INC	COM	85254J102	40,117	1,637,420	SH	DFND	2	61,092	0	0
STANLEY BLACK & DECKER INC	COM	854502101	5,870	61,092	SH	DFND	3	1,153,861	0	0
SUMMIT HOTEL PPTYS INC	COM	866082100	14,354	1,153,861	SH	DFND	2	252,875	0	0
SUMMIT MIDSTREAM PARTNERS LP	COM UNIT LTD	866142102	9,609	252,875	SH	DFND	2	331,182	0	0
SUNOCO LOGISTICS PARTNERS LP	COM UNITS	86764L108	13,837	331,182	SH	DFND	2	609,189	13,776	153,308
SVB FINL GROUP	COM	78486Q101	90,102	776,273	SH	DFND	2	661,238	0	0
SYNERGY RES CORP	COM	87164P103	8,292	661,238	SH	DFND	2	83,750	0	0
SYSCO CORP	COM	871829107	3,324	83,750	SH	DFND	2	84,700	0	0
TAL INTL GROUP INC	COM	874083108	7,488	171,853	SH	DFND	2	171,853	0	0
TANGER FACTORY OUTLET CTRS I	COM	875465106	1,852	50,100	SH	DFND	2	50,100	0	0
TARGA RES CORP COM	COM	87612G101	10,578	99,748	SH	DFND	2	99,748	0	0
TARGET CORP	COM	87612E106	119,140	1,569,502	SH	DFND	2	1,483,630	20,947	64,925
TC PIPELINES LP	UT COM LTD PRT	87233Q108	2,524	35,444	SH	DFND	2	35,444	0	0
TE CONNECTIVITY LTD REG	REG SHS	H84989104	7,062	111,650	SH	DFND	2	111,650	0	0
TELEFLEX INC	COM	879369106	86,015	749,132	SH	DFND	2	574,547	14,243	160,342

TENARIS S A	SPONSORED ADR	88031M109	31,142	1,030,866	SH	DFND	2,3	739,989	0	290,877
TESORO LOGISTICS LP	COM UNIT LP	88160T107	18,928	321,639	SH	DFND	2	321,639	0	0
TEXTRON INC	COM	883203101	7,405	175,840	SH	DFND	2	175,840	0	0
THOR INDS INC	COM	885160101	2,977	53,289	SH	DFND	2	53,289	0	0
TIME WARNER INC	COM NEW	887317303	161,170	1,886,802	SH	DFND	2	1,820,182	18,870	47,750
TIMKEN CO	COM	887389104	42,663	999,604	SH	DFND	2	741,069	63,285	195,250
TJX COS INC NEW	COM	872540109	5,920	86,320	SH	DFND	2	84,830	0	1,490
TRANSOCEAN PARTNERS LLC	COM UNIT RP LT	Y8977Y100	7,002	478,899	SH	DFND	2	478,899	0	0
TRAVELERS COMPANIES INC	COM	89417E109	54,163	511,695	SH	DFND	2	511,695	0	0
TREX CO INC	COM	89531P105	55,434	1,301,888	SH	DFND	2	1,161,571	34,560	105,757
TRIMBLE NAVIGATION LTD COM	COM	896239100	62,768	2,365,048	SH	DFND	2	1,842,348	0	522,700
TRUE BLUE INC	COM	89785X101	31,859	1,431,849	SH	DFND	2	1,225,667	30,816	175,366
UNION PAC CORP	COM	907818108	125,324	1,051,989	SH	DFND	2	1,000,717	13,017	38,255
UNITED TECHNOLOGIES CORP	COM	913017109	97,147	844,759	SH	DFND	2	806,279	9,555	28,925
UNITEDHEALTH GROUP INC	COM	91324P102	4,944	48,910	SH	DFND	2	48,515	0	395
UNUM GROUP	COM	91529Y106	1,434	41,100	SH	DFND	2	41,100	0	0
US BANCORP DEL	COM NEW	902973304	117,166	2,606,585	SH	DFND	2	2,597,419	9,166	0
VALE S A	ADR	91912E105	10,230	1,250,634	SH	DFND	2,3	1,078,934	0	171,700
VALERO ENERGY PARTNERS LP	UNT REP LP	91914J102	13,662	315,878	SH	DFND	2	315,878	0	0
VENTAS INC	COM	92276F100	10,753	149,971	SH	DFND	2	149,871	0	100
VERIZON COMMUNICATIONS INC	COM	92343V104	95,121	2,033,379	SH	DFND	2,3	1,934,590	25,099	73,690
VIACOM INC NEW CL B	COM	92553P201	79,668	1,058,713	SH	DFND	2	1,002,780	12,208	43,725
VISHAY INTERTECHNOLOGY INC	COM	928298108	39,311	2,778,158	SH	DFND	2	2,117,926	52,784	607,448
VORNADO RLTY TR	SH BEN INT	929042109	1,273	10,815	SH	DFND	2	10,815	0	0
VTTI ENERGY PARTNERS LP	COM UNIT RP LT	Y9384M101	10,507	423,850	SH	DFND	2	423,850	0	0
WAL-MART STORES INC	COM	931142103	507	5,900	SH	DFND	2	5,900	0	0
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	570	20,600	SH	DFND	2	20,600	0	0
WATTS WATER TECHNOLOGIES	CL A	942749102	78,750	1,241,328	SH	DFND	2	1,009,876	25,899	205,553
WELLS FARGO & CO	COM	949746101	211,733	3,862,337	SH	DFND	2	3,709,471	37,141	115,725
WESBANCO INC	COM	950810101	7,608	218,630	SH	DFND	2	218,630	0	0
WESCO INTL INC	COM	95082P105	78,803	1,034,024	SH	DFND	2	983,898	11,731	38,395
WESTERN DIGITAL CORP	COM	958102105	7,406	66,901	SH	DFND	2	64,600	2,301	0

WESTERN GAS PARTNERS LP	COM UNIT LP IN	958254104	55,724	762,818	SH	DFND	2	762,818	0	0
WESTLAKE CHEM PARTNERS LP	COM UNIT RP LP	960417103	11,388	392,675	SH	DFND	2	392,675	0	0
WEYERHAEUSER CO	COM	962166104	1,306	36,400	SH	DFND	2	36,400	0	0
WILLIAMS COS INC DEL	COM	969457100	13,748	305,919	SH	DFND	2,3	305,919	0	0
WINTRUST FINL CORP	COM	97650W108	82,358	1,761,285	SH	DFND	2	1,460,397	33,888	267,000
WISCONSIN ENERGY CORP	COM	976657106	107,000	2,028,814	SH	DFND	2	1,847,361	21,868	159,585
WOLVERINE WORLD WIDE INC	COM	978097103	7,284	247,150	SH	DFND	2	247,150	0	0
WOODWARD INC	COM	980745103	86,357	1,754,148	SH	DFND	2	1,369,905	31,706	352,537
WORLD POINT TERMINALS LP	UNIT REP LTD PT	98159G107	10,673	530,480	SH	DFND	2	530,480	0	0
WUXI PHARMATECH CAYMAN INC	SPONS ADR SHS	929352102	8,118	241,096	SH	DFND	2	0	0	241,096