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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: **09-30-2015**

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]

11-16-2015

[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: **377**

Form 13F Information Table Value Total: **11,546,215**

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

OMB APPROVAL

OMB Number: 3235-0006
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hours per response: 23.8

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	VOTING AUTHORITY SOLE SHARED NONE		
3M COMPANY	COM	88579Y101	8,800	62,070	SH		DFND	4	62,070	0	0
ABBOTT LABS	COM	002824100	139,730	3,474,119	SH		DFND	2,4	3,389,142	36,177	48,800
ABBVIE INC	COM	00287Y109	4,042	74,282	SH		DFND	2,4	74,282	0	0
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	5,070	51,595	SH		DFND	2	49,945	0	1,650
ACE LTD	SHS	H0023R105	149,641	1,447,209	SH		DFND	3	1,413,418	13,941	19,850
ADVANCE AUTO PARTS INC	COM	00751Y106	1,739	9,175	SH		DFND	2	9,175	0	0
AETNA INC NEW	COM	00817Y108	86,864	793,937	SH		DFND	2,4	762,193	13,049	18,695
AGCO CORP	COM	001084102	3,355	71,952	SH		DFND	3	71,952	0	0
ALAMO GROUP INC.	COM	011311107	3,869	82,758	SH		DFND	2	82,758	0	0
ALBEMARLE CORP	COM	012653101	33,888	768,446	SH		DFND	2	580,011	15,601	172,834
ALEXANDRIA REAL ESTATE EQ INC	COM	015271109	156,945	1,853,611	SH		DFND	2,4	1,696,061	0	157,550
ALLERGAN PLC	COM	G0177J108	6,703	24,661	SH		DFND	4	24,661	0	0
ALLETE INC	COM NEW	018522300	7,756	153,605	SH		DFND	2	153,605	0	0
ALTRIA GROUP INC	COM	02209S103	8,253	151,708	SH		DFND	4	151,708	0	0
AMAZON INC	COM	023135106	758	1,480	SH		DFND	4	1,480	0	0
AMC NETWORKS INC CL A	COM	00164V103	145,730	1,991,658	SH		DFND	2,4	1,709,837	40,751	241,070
AMDOCS LTD	ORD	G02602103	251,418	4,420,165	SH		DFND	2,4	3,912,119	81,969	426,077
AMERICAN CAMPUS COMMUNITIES	COM	024835100	1,051	29,000	SH		DFND	2	29,000	0	0
AMERICAN INTL GROUP INC	COM NEW	026874784	99,025	1,742,764	SH		DFND	2,4	1,671,675	30,314	40,775
AMERICAN TOWER CORP NEW	COM	03027X100	3,246	36,900	SH		DFND	2	36,900	0	0
AMERISAFE INC	COM	03071H100	4,320	86,868	SH		DFND	2	86,868	0	0
AMPHENOL CORP NEW	CL A	032095101	4,943	97,000	SH		DFND	2	97,000	0	0
ANADARKO PETE CORP	COM	032511107	5,280	87,423	SH		DFND	2,4	83,909	3,414	100
ANADARKO PETROLEUM CORP	COM	032511404	449	12,000	SH		DFND	2,4	12,000	0	0
ANHEUSER BUSCH INBEV SA/NV	COM	03524A108	7,138	67,133	SH		DFND	4	67,133	0	0

ANTERO MIDSTREAM PARTNERS LP	COM UNIT	03673L103	7,458	417,577	SH	DFND	2	417,577	0	0
APOGEE ENTERPRISES INC	COM	037598109	51,816	1,160,471	SH	DFND	2,4	1,004,208	27,298	128,965
APPLE INC	COM	037833100	100,978	915,484	SH	DFND	2,4	881,837	13,086	20,561
ARC LOGISTICS PARTNERS LP	COM UT REP LPN	03879N101	634	47,145	SH	DFND	2	47,145	0	0
ARRIS GROUP INC NEW	COM	04270V106	76,662	2,951,962	SH	DFND	2,4	2,253,137	60,782	638,043
AT&T INC	COM	00206R102	5,230	160,531	SH	DFND	2,3,4	160,431	0	100
AVAGO TECHNOLOGIES LTD SHS	COM	Y0486S104	1,550	12,400	SH	DFND	2	12,400	0	0
AVALONBAY CMNTYS INC	COM	053484101	2,292	13,109	SH	DFND	2	13,109	0	0
AVG TECHNOLOGIES N V	SHS	N07831105	76,820	3,531,919	SH	DFND	2,4	3,052,143	69,176	410,600
AVNET INC	COM	053807103	8,170	191,413	SH	DFND	2	85,853	0	105,560
B/E AEROSPACE INC	COM	073302101	37,706	858,908	SH	DFND	2	646,707	16,715	195,486
BANCFIRST CORP	COM	05945F103	4,323	68,506	SH	DFND	2	68,506	0	0
BANCO BILBAO VIZCAYA ARGENTA	COM	05946K101	178	21,280	SH	DFND	4	21,280	0	0
BANK OF AMERICA CORPORATION	COM	060505104	111,569	7,161,019	SH	DFND	2,4	6,860,449	107,170	193,400
BANKUNITED INC	COM	06652K103	81,614	2,282,907	SH	DFND	2,4	1,735,196	53,241	494,470
BARCLAYS BK PLC	COM	06739F390	212	8,325	SH	DFND	2	8,325	0	0
BARD C R INC	COM	067383109	32,604	174,998	SH	DFND	2,4	125,688	3,700	45,610
BAXALTA INC.	COM	07177M103	3,940	125,039	SH	DFND	4	125,039	0	0
BEACON ROOFING SUPPLY INC	COM	073685109	40,251	1,238,882	SH	DFND	2,4	1,083,571	31,071	124,240
BECTON DICKINSON & CO	COM	075887109	238,283	1,796,193	SH	DFND	2,4	1,755,765	16,128	24,300
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	1,827	14,009	SH	DFND	2,4	13,821	0	188
BLOCK H & R	COM	093671105	15,071	416,338	SH	DFND	2	269,103	0	147,235
BOEING CO	COM	097023105	130,061	993,208	SH	DFND	2,4	980,808	0	12,400
BOISE CASCADE CO DEL	COM	09739D100	50,765	2,012,890	SH	DFND	2,4	1,781,194	44,796	186,900
BOK FINANCIAL CORPORATION	COM	05561Q201	249	3,844	SH	DFND	4	3,844	0	0
BONANZA CREEK ENERGY INC	COM	097793103	2,179	535,341	SH	DFND	2	535,341	0	0
BOOZ ALLEN HAMILTON HLDG CORP	COM	099502106	73,470	2,803,156	SH	DFND	2	2,357,896	0	445,260
BORGWARNER INC	COM	099724106	25,446	611,840	SH	DFND	2,4	385,421	11,029	215,390
BOSTON PROPERTIES INC	COM	101121101	84,665	715,074	SH	DFND	2	715,074	0	0
BRANDYWINE REALTY TRUST	SH BEN INT NEW	105368203	1,531	124,300	SH	DFND	2	124,300	0	0
BRISTOL MYERS SQUIBB CO	COM	110122108	4,745	80,146	SH	DFND	3	80,146	0	0
BROADRIDGE FINL SOLUTIONS INC	COM	11133T103	18,882	341,154	SH	DFND	2,4	251,561	0	89,593

BROCADE COMMUNICATIONS SYS INC	COM	111621306	48,034	4,627,574	SH	DFND	2	3,609,361	97,984	920,229
CABELAS INC	COM	126804301	610	13,377	SH	DFND	2	12,927	0	450
CABLE ONE INC	COM	12685J105	25,162	59,993	SH	DFND	2	51,443	0	8,550
CAMDEN PPTY TR	SH BEN INT	133131102	1,132	15,317	SH	DFND	2	15,317	0	0
CAPITAL ONE FINL CORP	COM	14040H105	113,719	1,568,109	SH	DFND	2,3,4	1,568,034	0	75
CAPSTONE TURBINE CORP	COM	14067D102	3	10,000	SH	DFND	4	10,000	0	0
CARDINAL HEALTH INC	COM	14149Y108	76,867	1,000,617	SH	DFND	2	961,560	12,292	26,765
CARDTRONICS INC	COM	14161H108	81,506	2,492,534	SH	DFND	2,4	2,136,405	63,629	292,500
CARE CAP PPTYS INC	COM	141624106	417	12,667	SH	DFND	2	12,667	0	0
CATERPILLAR INC DEL	COM	149123101	2,584	39,539	SH	DFND	3,4	39,539	0	0
CHEMICAL FINL CORP	COM	163731102	7,411	229,088	SH	DFND	2	229,088	0	0
CHENIERE ENERGY	COM	16411R208	632	13,083	SH	DFND	4	13,083	0	0
CHEVRON CORP NEW	COM	166764100	65,367	828,688	SH	DFND	2,4	794,714	10,899	23,075
CIGNA CORPORATION	COM	125509109	71,586	530,189	SH	DFND	2,4	508,790	6,999	14,400
CIT GROUP INC	COM NEW	125581801	139,288	3,479,601	SH	DFND	2,4	2,977,559	64,252	437,790
CLUBCORP HOLDINGS INC	COM	18948M108	6,062	282,467	SH	DFND	2	282,467	0	0
COLGATE PALMOLIVE CO	COM	194162103	91,208	1,437,236	SH	DFND	2,4	1,379,712	21,539	35,985
COLUMBIA BKG SYS INC	COM	197236102	8,129	260,458	SH	DFND	2	260,458	0	0
COLUMBIA PIPELINE GROUP INC	COM	198280109	225	12,300	SH	DFND	2	12,300	0	0
COMCAST CORP NEW	CL A	20030N101	203,007	3,569,027	SH	DFND	2,4	3,504,922	26,905	37,200
COMERICA INC	COM	200340107	32,813	798,380	SH	DFND	2	606,619	16,116	175,645
COMPASS MINERALS INTL INC	COM	20451N101	380	4,850	SH	DFND	2	4,850	0	0
COMPUTER SCIENCES CORP	COM	205363104	4,171	67,950	SH	DFND	2	67,620	0	330
CONE MIDSTREAM PARTNERS LP	COM UNIT REPST	206812109	7,901	795,621	SH	DFND	2	795,621	0	0
CONMED CORP	COM	207410101	39,063	818,249	SH	DFND	2,4	719,785	21,264	77,200
CONOCOPHILLIPS	COM	20825C104	534	11,135	SH	DFND	2,4	11,135	0	0
CONSOL ENERGY INC	COM	20854P109	381	38,865	SH	DFND	2	38,865	0	0
CONSUMER DISCRETIONARY SEL SEC SPDR	COM	81369Y407	6,643	89,455	SH	DFND	4	89,455	0	0
CONSUMER STAPLES SEL SEC SPDR	COM	81369Y308	6,816	144,440	SH	DFND	4	144,440	0	0
CONTINENTAL BLDG PRODS INC	COM	211171103	28,957	1,409,808	SH	DFND	2	1,251,993	0	157,815
COPA HOLDINGS SA	CL A	P31076105	25,325	603,974	SH	DFND	2,3	451,185	0	152,789

CREDICORP LTD	COM	G2519Y108	51,858	487,566	SH	DFND	2,3	401,751	0	85,815
CRESTWOOD MIDSTREAM PARTNERS	UNIT LTD PARTNER	226378107	2,514	406,785	SH	DFND	2	406,785	0	0
CUBESMART	COM	229663109	653	24,000	SH	DFND	2	24,000	0	0
CVS HEALTH CORPORATION	COM	126650100	4,418	45,800	SH	DFND	4	45,480	0	320
CYRUSONE INC COM	COM	23283R100	8,798	269,387	SH	DFND	2	269,387	0	0
DARLING INGREDIENTS INC	COM	237266101	30,327	2,698,142	SH	DFND	2,4	1,995,024	56,313	646,805
DAVITA INC	COM	23918K108	311	4,300	SH	DFND	4	4,300	0	0
DEAN FOODS	COM	242370203	55,681	3,370,510	SH	DFND	2	2,820,704	76,359	473,447
DEERE & CO	COM	244199105	369	4,990	SH	DFND	4	4,990	0	0
DELEK LOGISTICS PARTNERS LP	UNT RP INT	24664T103	7,898	261,508	SH	DFND	2	261,508	0	0
DIAMONDROCK HOSPITALITY CO	COM	252784301	504	45,600	SH	DFND	2	45,600	0	0
DICKS SPORTING GOODS INC	COM	253393102	60,277	1,215,024	SH	DFND	2	926,812	23,558	264,654
DILLARDS INC	COM	254067101	37,541	429,579	SH	DFND	2	333,703	8,190	87,686
DISNEY WALT CO	COM	254687106	479	4,690	SH	DFND	4	4,690	0	0
DOMINION MIDSTREAM PARTNERS, L	COM UT REP LTD	257454108	8,316	309,733	SH	DFND	2	309,733	0	0
DOMINION RES INC VA NEW COM	COM	25746U109	267	3,800	SH	DFND	2	3,800	0	0
DOUGLAS EMMETT INC	COM	25960P109	597	20,800	SH	DFND	2	20,800	0	0
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	13,468	170,377	SH	DFND	2	98,382	0	71,995
DST SYS INC DEL	COM	233326107	71,993	684,740	SH	DFND	2,4	657,153	9,137	18,450
DTE ENERGY CO.	COM	233331107	16,740	208,285	SH	DFND	2	97,478	2,647	108,160
DTS INC COM	COM	23335C101	7,644	286,274	SH	DFND	2	286,274	0	0
DU PONT E I DE NEMOURS & CO CO	COM	263534109	431	8,945	SH	DFND	2,4	8,945	0	0
DUN & BRADSTREET CORP DEL NEW	COM	26483E100	7,154	68,138	SH	DFND	3	68,138	0	0
EAST WEST BANCORP INC	COM	27579R104	38,158	993,192	SH	DFND	2	757,281	22,839	213,072
EATON VANCE CORP	COM NON VTG	278265103	2,867	85,800	SH	DFND	2	85,800	0	0
EBAY INC	COM	278642103	35,091	1,435,798	SH	DFND	2,4	1,370,445	19,353	46,000
EDGEWELL PERSONAL CARE CO	COM	28035Q102	36,182	443,403	SH	DFND	2	343,097	0	100,306
EMERSON ELEC CO	COM	291011104	242	5,480	SH	DFND	2	5,480	0	0
EMPIRE ST RLTY TR	COM	292104106	1,105	64,900	SH	DFND	2	64,900	0	0
EMPLOYERS HOLDINGS INC	COM	292218104	7,832	351,346	SH	DFND	2	351,346	0	0
ENBRIDGE ENERGY MANAGEMENT	COM	29250X103	484	20,345	SH	DFND	2	20,345	0	0
ENBRIDGE INC COM	COM	29250N105	980	26,400	SH	DFND	2	26,400	0	0
ENERGIZER HOLDINGS INC	COM NEW	29272W109	34,117	881,336	SH	DFND	2	662,861	18,789	199,686

ENERGY TRANSFER EQUITY L P	COM UT LTD PTN	29273V100	37,657	1,809,567	SH	DFND	2	1,808,107	0	1,460
ENERGY TRANSFER PRTNRS L P	UNIT LTD PARTN	29273R109	41,006	998,420	SH	DFND	2,4	998,420	0	0
ENERSIS S A SPONSORED ADR	SPONSORED ADR	29274F104	8,682	686,858	SH	DFND	3	686,858	0	0
ENLINK MIDSTREAM LLC COM UNIT	COM UNIT REP LTD	29336T100	7,181	392,826	SH	DFND	2	392,826	0	0
ENTERPRISE PRODS PARTNERS L P	COM	293792107	118,991	4,778,741	SH	DFND	2	4,777,221	0	1,520
EOG RES INC	COM	26875P101	75,400	1,035,707	SH	DFND	2,4	993,442	15,865	26,400
EQT CORP	COM	26884L109	42,814	661,013	SH	DFND	2,4	634,984	12,629	13,400
EQT MIDSTREAM PARTNERS LP UNIT	UNIT LTD PARTN	26885B100	25,503	384,481	SH	DFND	2	384,481	0	0
EQUIFAX INC	COM	294429105	56,266	578,985	SH	DFND	2	434,762	11,912	132,311
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1,149	15,300	SH	DFND	2	15,300	0	0
EVERYDAY HEALTH INC	COM	300415106	4,165	455,668	SH	DFND	2	455,668	0	0
EXPRESS SCRIPTS HLDG CO	COM	30219G108	3,157	39,000	SH	DFND	2	39,000	0	0
EXXON MOBIL CORP	COM	30231G102	93,869	1,262,524	SH	DFND	2,3,4	1,222,846	12,898	26,780
FEDEX CORP	COM	31428X106	55,932	388,471	SH	DFND	4	373,256	4,715	10,500
FINANCIAL SELECT SECTOR SPDR FUND	COM	81369Y605	640	28,254	SH	DFND	4	28,254	0	0
FIRST FINL BANCORP OH	COM	320209109	45,635	2,391,763	SH	DFND	2	1,953,246	57,895	380,622
FLIR SYS INC	COM	302445101	71,185	2,543,213	SH	DFND	2	1,924,138	26,441	592,634
FLOWERVE CORP	COM	34354P105	1,489	36,200	SH	DFND	2	36,200	0	0
FMC TECHNOLOGIES INC	COM	30249U101	383	12,370	SH	DFND	4	12,370	0	0
FOMENTO ECONOMICO MEXICANO SAB	SPON ADR UNITS	344419106	55,234	618,864	SH	DFND	2,3	510,293	0	108,571
FOOT LOCKER INC COM	COM	344849104	4,908	68,200	SH	DFND	2	68,100	0	100
FORESIGHT ENERGY LP	COM UNT RP INT	34552U104	280	52,560	SH	DFND	2	52,560	0	0
FRANKLIN RES INC	COM	354613101	2,537	68,100	SH	DFND	2,4	66,900	0	1,200
FTR PFD 11.125 06/18	COM	35906A207	484	5,200	SH	DFND	2	5,200	0	0
GAP INC	COM	364760108	399	14,005	SH	DFND	4	14,005	0	0
GASLOG PARTNERS LP	COM UNT RP INT	Y2687W108	469	29,100	SH	DFND	2	29,100	0	0
GENERAC HLDGS INC	COM	368736104	2,489	82,703	SH	DFND	3	82,703	0	0
GENERAL DYNAMICS CORP	COM	369550108	78,907	571,989	SH	DFND	2	552,174	7,285	12,530
GENERAL ELECTRIC CO	COM	369604103	119,859	4,752,510	SH	DFND	2,4	4,752,510	0	0
GENERAL MLS INC	COM	370334104	182,174	3,245,566	SH	DFND	2,4	3,193,098	22,068	30,400
GENERAL MTRS CO	COM	37045V100	5,176	172,413	SH	DFND	2,4	165,474	6,939	0
GENUINE PARTS CO	COM	372460105	4,556	54,965	SH	DFND	2	54,700	0	265
GILEAD SCIENCES INC	COM	375558103	7,321	74,560	SH	DFND	2,4	74,065	0	495

GLACIER BANCORP	COM	37637Q105	7,787	295,075	SH	DFND	2	295,075	0	0
GLOBAL PAYMENTS INC.	COM	37940X102	8,777	76,506	SH	DFND	4	76,506	0	0
GOOGLE INC CL C	COM	38259P706	5,697	9,363	SH	DFND	4	9,363	0	0
GORMAN RUPP CO	COM	383082104	4,758	198,493	SH	DFND	2	198,493	0	0
GRAINGER W W INC	COM	384802104	10,985	51,093	SH	DFND	2,4	49,330	1,763	0
HAEMONETICS CORP	COM	405024100	59,710	1,847,468	SH	DFND	2	1,422,420	40,406	384,642
HALYARD HEALTH INC	COM	40650V100	59,332	2,086,216	SH	DFND	2	1,581,824	48,257	456,135
HARTFORD FINL SVCS GROUP INC	COM	416515104	217,489	4,750,747	SH	DFND	2,4	4,428,180	42,156	280,411
HASBRO INC	COM	418056107	920	12,754	SH	DFND	2	8,954	0	3,800
HCP INC	COM	40414L109	1,572	42,200	SH	DFND	2	42,200	0	0
HEALTH CARE SELECT SECTOR SPDR FND	COM	81369Y209	1,964	29,654	SH	DFND	4	29,654	0	0
HEARTLAND EXPRESS INC	COM	422347104	7,660	384,165	SH	DFND	2	384,165	0	0
HEARTLAND PMT SYS INC	COM	42235N108	6,846	108,649	SH	DFND	2	108,649	0	0
HELEN OF TROY CORP LTD COM	COM	G4388N106	12,346	138,254	SH	DFND	2	105,186	0	33,068
HIBBETT SPORTS, INC	COM	428567101	3,214	91,800	SH	DFND	2	91,800	0	0
HOME DEPOT INC	COM	437076102	98,470	852,629	SH	DFND	2,4	818,316	13,863	20,450
HONEYWELL INTL INC	COM	438516106	199,374	2,105,545	SH	DFND	2,3,4	2,076,455	10,290	18,800
HOST HOTELS & RESORTS INC	COM	44107P104	677	42,818	SH	DFND	2	42,818	0	0
HUBBELL INC CL B	CL B	443510201	7,014	82,572	SH	DFND	2	41,007	0	41,565
HUDSON PAC PPTYS INC	COM	444097109	533	18,500	SH	DFND	2	18,500	0	0
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	69,382	1,063,003	SH	DFND	2	794,064	22,623	246,316
INDUSTRIAL SELECT SECTOR SPDR FUND	COM	81369Y704	2,544	50,985	SH	DFND	4	50,985	0	0
INGERSOLL-RAND PLC	COM	G47791101	275	5,423	SH	DFND	4	5,423	0	0
INLAND REAL ESTATE CORP	COM	457461200	25,822	3,187,901	SH	DFND	2	2,823,520	0	364,381
INTEGRA LIFESCIENCES HLDGS CP	COM	457985208	36,101	606,225	SH	DFND	2	511,109	13,708	81,408
INTEL CORP COM	COM	458140100	506	16,790	SH	DFND	2,4	16,790	0	0
INTERCONTINENTAL EXCHANGE GROUP INC	COM	45866F104	7,224	30,745	SH	DFND	4	30,745	0	0
INTERNATIONAL BUSINESS MACHS	COM	459200101	2,087	14,393	SH	DFND	3	14,393	0	0
INTL SPEEDWAY CORP - CL A	CL A	460335201	7,922	249,737	SH	DFND	2	249,737	0	0
INVESCO LTD	SHS	G491BT108	71,383	2,285,729	SH	DFND	2,4	2,200,778	27,601	57,350
iSHARES MSCI TAIWAN ETF	MSCI TAIWAN ETF	464286731	43,530	3,307,754	SH	DFND	3	3,307,754	0	0

iSHARES	MSCI TAIWAN ETF	46429B598	45,632	1,597,210	SH	DFND	3	1,597,210	0	0
ISHARES INTL DEV RE ETF	COM	464288489	378	13,500	SH	DFND	2	13,500	0	0
J & J SNACK FOODS CORP	COM	466032109	7,947	69,923	SH	DFND	2	69,923	0	0
J2 GLOBAL INC	COM	48123V102	102,397	1,445,265	SH	DFND	2,4	1,090,890	30,037	324,338
JARDEN CORP COM	COM	471109108	16,301	333,495	SH	DFND	2	158,750	0	174,745
JOHNSON & JOHNSON	COM	478160104	249,066	2,668,085	SH	DFND	2,4	2,607,868	22,767	37,450
JONES LANG LASALLE INC	COM	48020Q107	3,288	22,867	SH	DFND	4	22,867	0	0
JPMORGAN CHASE & CO	COM	46625H100	151,829	2,490,214	SH	DFND	2,3,4	2,392,012	40,866	57,336
KAMAN CORP	COM	483548103	7,237	201,873	SH	DFND	2	201,873	0	0
KAPSTONE PAPER & PACKAGING CRP	COM	48562P103	39,434	2,388,497	SH	DFND	2	2,082,797	0	305,700
KELLY SVCS INC	CL A	488152208	8,326	588,812	SH	DFND	2,4	576,140	12,672	0
KILROY RLTY CORP	COM	49427F108	541	8,300	SH	DFND	2	8,300	0	0
KIMCO RLTY CORP	COM	49446R109	566	23,152	SH	DFND	2	23,152	0	0
KINDER MORGAN INC DEL	COM	49456B101	74,386	2,687,319	SH	DFND	2,4	2,687,319	0	0
KITE RLTY GROUP TR	COM NEW	49803T300	1,545	64,900	SH	DFND	2	64,900	0	0
KNOLL INC	COM NEW	498904200	4,210	191,540	SH	DFND	2	191,540	0	0
KONINKLIJKE PHILIP	COM	500472303	1,238	52,685	SH	DFND	3	52,685	0	0
LANDSTAR SYS INC	COM	515098101	33,150	522,288	SH	DFND	2	393,879	10,434	117,975
LANNET INC	COM	516012101	2,352	56,652	SH	DFND	3	56,652	0	0
LAZARD LTD	SHS A	G54050102	1,481	34,200	SH	DFND	2	34,200	0	0
LEAR CORP	COM NEW	521865204	4,327	39,775	SH	DFND	2	39,625	0	150
LEGACY TEX FINL GROUP INC	COM	52471Y106	3,881	127,325	SH	DFND	2	127,325	0	0
LIBERTY PPTY TR	SH BEN INT	531172104	1,059	33,600	SH	DFND	2	33,600	0	0
LITHIA MTRS INC	CL A	536797103	8,055	74,511	SH	DFND	2	74,511	0	0
LITTELFUSE INC	COM	537008104	8,391	92,058	SH	DFND	2	92,058	0	0
LLOYDS BANKING GROUP	COM	539439109	407	88,450	SH	DFND	2	88,450	0	0
LOCKHEED MARTIN CORP COM	COM	539830109	4,996	24,100	SH	DFND	2	24,015	0	85
LOWES COS INC	COM	548661107	731	10,600	SH	DFND	2	10,600	0	0
Macquarie Infrastructure Corp.	COM	55608B105	515	6,900	SH	DFND	2	6,900	0	0
MACY'S INC.	COM	55616P104	8,690	169,338	SH	DFND	4	169,338	0	0
MAGELLAN MIDSTREAM PRTNRS LP C	COM UNIT RP LP	559080106	67,743	1,126,985	SH	DFND	2	1,126,365	0	620
MARATHON PETE CORP	COM	56585A102	37,607	811,737	SH	DFND	2	781,404	10,333	20,000
MARCUS CORP	COM	566330106	6,801	351,642	SH	DFND	2	351,642	0	0

MARKWEST ENERGY PARTNERS LP	UNIT LTD PARTN	570759100	21,745	506,767	SH	DFND	2	506,767	0	0
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	798	88,175	SH	DFND	2	86,750	0	1,425
MATRIX SVC CO	COM	576853105	3,877	172,534	SH	DFND	2	172,534	0	0
MATTEL INC	COM	577081102	35,063	1,664,898	SH	DFND	2	1,251,108	36,190	377,600
MCCORMICK & CO INC	COM NON VTG	579780206	97,590	1,187,518	SH	DFND	2,4	1,142,989	14,179	30,350
MCKESSON CORP	COM	58155Q103	8,780	47,451	SH	DFND	4	47,451	0	0
MEAD JOHNSON NUTRITION COMPANY	COM	582839106	4,428	62,900	SH	DFND	2	28,600	0	34,300
MEDNAX INC	COM	58502B106	80,397	1,046,971	SH	DFND	2	769,147	22,524	255,300
MEDTRONIC PLC	COM	G5960L103	7,222	107,899	SH	DFND	4	107,899	0	0
MEMORIAL RESOURCE DEV CORP	COM	58605Q109	36,217	2,060,106	SH	DFND	2	1,555,999	41,857	462,250
MEREDITH CORP	COM	589433101	9,390	220,532	SH	DFND	2,4	156,630	21,226	42,676
MERIT MED SYS INC	COM	589889104	4,162	174,078	SH	DFND	2	174,078	0	0
METHANEX CORP	COM	59151K108	796	24,000	SH	DFND	4	24,000	0	0
METLIFE INC	COM	59156R108	74,554	1,581,198	SH	DFND	2,3,4	1,580,688	0	510
MICROSOFT CORP	COM	594918104	65,450	1,478,764	SH	DFND	2,4	1,478,289	0	475
MID-AMER APT CMNTYS INC	COM	59522J103	1,277	15,600	SH	DFND	2	15,600	0	0
MILLER HERMAN INC COM	COM	600544100	66,881	2,319,014	SH	DFND	2	1,978,851	49,763	290,400
MKS INSTRUMENT INC	COM	55306N104	4,334	129,244	SH	DFND	2	129,244	0	0
MOHAWK INDS INC	COM	608190104	21,046	115,769	SH	DFND	2	65,856	1,533	48,380
MONDELEZ INTL INC	CL A	609207105	4,942	118,027	SH	DFND	3,4	118,027	0	0
MOODYS CORP	COM	615369105	8,747	89,078	SH	DFND	3	89,078	0	0
MPLX LP	COM	55336V100	3,492	91,384	SH	DFND	2	91,384	0	0
NATIONAL RETAIL PPTYS INC	COM	637417106	1,364	37,613	SH	DFND	3	37,613	0	0
NETEASE INC	SPONSORED ADR	64110D104	30,384	1,026,484	SH	DFND	2,4	704,354	19,470	302,660
NETEASE INC	SPONSORED ADR	64110W102	39,827	331,556	SH	DFND	2,4	212,999	0	118,557
NEXTERA ENERGY INC	COM	65339F101	133,009	1,363,495	SH	DFND	2,4	1,331,215	10,480	21,800
NEXTERA ENERGY PARTNERS LP	UNIT LTD PARTN	65341B106	395	18,100	SH	DFND	2	18,100	0	0
NGL ENERGY PARTNERS LP	COM UNIT REPST	62913M107	1,003	50,230	SH	DFND	2	50,230	0	0
NIKE INC	CL B	654106103	595	4,840	SH	DFND	4	4,840	0	0
NIPPON TELEGRAPH & TELEPHONE -	COM	654624105	400	11,325	SH	DFND	2	11,325	0	0
NISOURCE INC.	COM	65473P105	612	33,000	SH	DFND	2	33,000	0	0
NORTHWESTERN CORP	COM NEW	668074305	7,682	142,703	SH	DFND	2	142,703	0	0
NOVARTIS AG	COM	66987V109	471	5,150	SH	DFND	2	5,150	0	0

NRG YIELD INC - Class A	COM	62942X306	281	25,200	SH	DFND	2	25,200	0	0
NXP SEMICONDUCTORS NV	COM	N6596X109	9,193	105,575	SH	DFND	4	105,575	0	0
OCCIDENTAL PETE CORP DEL	COM	674599105	85,355	1,290,316	SH	DFND	2,4	1,268,626	6,750	14,940
OMNICELL INC COM	COM	68213N109	7,342	236,071	SH	DFND	2	236,071	0	0
OMNICOM GROUP INC	COM	681919106	4,702	71,357	SH	DFND	3	71,357	0	0
ON SEMICONDUCTOR CORP	COM	682189105	75,252	8,005,496	SH	DFND	2	6,010,580	152,980	1,841,936
ONEOK INC	COM NEW	682680103	464	14,400	SH	DFND	2	14,400	0	0
OPUS BK IRVINE CALIF	COM	684000102	4,267	111,581	SH	DFND	2	111,581	0	0
ORACLE CORPORATION	COM	68389X105	213	5,910	SH	DFND	4	5,910	0	0
OSHKOSH CORP	COM	688239201	14,292	393,383	SH	DFND	2	324,508	16,835	52,040
OSI SYSTEMS INC	COM	671044105	14,166	184,072	SH	DFND	2	181,010	3,062	0
PARKER HANNIFIN CORP	COM	701094104	1,753	18,015	SH	DFND	2	14,415	0	3,600
PAYPAL HOLDINGS INC	COM	70450Y103	42,506	1,369,388	SH	DFND	2	1,312,595	19,293	37,500
PDC ENERGY INC	COM	69327R101	46,998	886,583	SH	DFND	2,4	699,343	25,400	161,840
PEPSICO INC	COM	713448108	166,676	1,767,506	SH	DFND	2,4	1,746,089	9,782	11,635
PERKINELMER INC	COM	714046109	35,482	772,028	SH	DFND	2	583,170	15,728	173,130
PFIZER INC	COM	717081103	943	30,030	SH	DFND	2,4	30,030	0	0
PHILLIPS 66 PARTNERS LP	UNIT LTD PARTN	718549207	8,558	173,695	SH	DFND	2	173,695	0	0
PITNEY-BOWES INC.	COM	724479100	115,903	5,838,936	SH	DFND	2,4	4,538,442	120,213	1,180,281
PLAINS ALL AMERN PIPELINE L P	UNIT LTD PARTN	726503105	75,985	2,501,149	SH	DFND	2	2,500,089	0	1,060
PLAINS GP HLDGS L P SHS A REP	COM	72651A108	526	30,065	SH	DFND	2	28,300	0	1,765
PLUM CREEK TIMBER CO INC	COM	729251108	541	13,700	SH	DFND	2	13,700	0	0
POLYONE CORP	COM	73179P106	74,816	2,549,957	SH	DFND	2,4	1,982,351	51,963	515,643
POTLATCH CORP NEW	NEW COM	737630103	41,332	1,435,653	SH	DFND	2	1,208,593	0	227,060
POWERSHARES INDIA ETF TR	INDIA PORT	73935L100	20,120	1,014,633	SH	DFND	3	1,014,633	0	0
PRECISION CASTPARTS CORP	COM	740189105	368	1,600	SH	DFND	2	0	0	1,600
PREMIER INC	CL A	74051N102	61,676	1,794,459	SH	DFND	2,4	1,288,933	38,519	467,007
PRICE T ROWE GROUP INC	COM	74144T108	4,393	63,215	SH	DFND	2,3	63,215	0	0
PRIVATEBANCORP INC	COM	742962103	76,627	1,999,149	SH	DFND	2	1,601,644	41,880	355,625
PROCTER & GAMBLE CO	COM	742718109	360	5,004	SH	DFND	2	5,004	0	0
PROLOGIS INC	COM	74340W103	1,059	27,223	SH	DFND	2	27,223	0	0
PS BUSINESS PKS INC CALIF	COM	69360J107	52,465	660,930	SH	DFND	2	609,235	0	51,695

PUBLIC STORAGE	COM	74460D109	2,317	10,950	SH	DFND	2	10,950	0	0
QUALCOMM INC	COM	747525103	8,145	151,589	SH	DFND	2,4	145,913	5,676	0
QUESTAR CORP	COM	748356102	60,691	3,126,812	SH	DFND	2	2,454,140	65,312	607,360
RANDGOLD RES LTD	ADR	752344309	3,138	53,107	SH	DFND	2,3	53,107	0	0
RAYTHEON CO	COM NEW	755111507	149,586	1,369,085	SH	DFND	2,3,4	1,346,758	10,527	11,800
REGENCY CTRS CORP	COM	758849103	3,350	53,900	SH	DFND	2	53,900	0	0
RENT A CTR INC NEW	COM	76009N100	50,187	2,069,582	SH	DFND	2	1,590,322	43,025	436,235
REPUBLIC SVCS INC	COM	760759100	225	5,472	SH	DFND	2	5,472	0	0
RIO TINTO LIMITED	COM	767204100	495	14,505	SH	DFND	3	14,505	0	0
ROADRUNNER TRNSN SVCS HLDG INC	COM	76973Q105	7,188	390,632	SH	DFND	2	390,632	0	0
RSP PERMIAN INC	COM	74978Q105	45,937	2,268,456	SH	DFND	2,4	1,826,181	49,745	392,530
RUSH ENTERPRISES	COM	781846209	7,180	296,679	SH	DFND	2	296,679	0	0
SAFETY INS GROUP INC	COM	78648T100	3,992	73,726	SH	DFND	2	73,726	0	0
SAP SE	COM	803054204	5,209	80,519	SH	DFND	3	80,519	0	0
SCHLUMBERGER LTD	COM	806857108	367	5,315	SH	DFND	4	5,315	0	0
SCHULMAN A INC	COM	808194104	7,842	241,500	SH	DFND	2	241,500	0	0
SEMGROUP CORP	COM	81663A105	6,945	160,619	SH	DFND	2	159,969	0	650
SEMPRA ENERGY	COM	816851109	841	8,700	SH	DFND	2	8,700	0	0
SHERWIN WILLIAMS CO	COM	824348106	10,897	48,913	SH	DFND	2,4	47,295	1,618	0
SHIRE PHARMACEUTICALS GRP PLC ADR	COM	82481R106	7,659	37,322	SH	DFND	4	37,322	0	0
SIMON PPTY GROUP INC	COM	828806109	92,615	504,108	SH	DFND	2,4	491,008	0	13,100
SKYWORKS SOLUTIONS INC	COM	83088M102	552	6,550	SH	DFND	2,4	6,550	0	0
SMITH A O COM	COM	831865209	3,279	50,300	SH	DFND	2	50,300	0	0
SMUCKER J M CO	COM NEW	832696405	113,194	992,143	SH	DFND	2,4	867,252	15,771	109,120
SOUTHERN CO	COM	842587107	56,122	1,255,525	SH	DFND	2	1,255,525	0	0
SOVRAN SELF STORAGE INC	COM	84610H108	1,122	11,900	SH	DFND	2	11,900	0	0
SPDR GOLD TRUST	COM	78463V107	259	2,420	SH	DFND	4	2,420	0	0
SPDR S&P BIOTECH ETF	COM	78464A870	4,120	66,183	SH	DFND	4	66,183	0	0
SPECTRA ENERGY CORP	COM	847560109	34,331	1,306,850	SH	DFND	2	1,306,850	0	0
SPECTRA ENERGY PARTNERS LP	COM UNIT LTD	84756N109	10,605	263,685	SH	DFND	2	263,685	0	0
STAG INDL INC	COM	85254J102	32,272	1,772,232	SH	DFND	2	1,610,473	0	161,759
STANLEY BLACK & DECKER INC	COM	854502101	5,763	59,427	SH	DFND	3	59,427	0	0
STARWOOD HOTELS&RESORTS WRLDWD	COM	85590A401	384	5,780	SH	DFND	4	5,780	0	0

SUMMIT HOTEL PPTYS INC	COM	866082100	9,590	821,750	SH	DFND	2	821,750	0	0
SUMMIT MIDSTREAM PARTNERS LP	COM UNIT LTD	866142102	8,338	472,965	SH	DFND	2	472,965	0	0
SUNOCO LOGISTICS PARTNERS LP	COM UNITS	86764L108	15,782	550,660	SH	DFND	2	550,660	0	0
SVB FINL GROUP	COM	78486Q101	17,893	154,860	SH	DFND	2,4	119,511	8,361	26,988
SYNERGY RES CORP	COM	87164P103	6,906	704,676	SH	DFND	2	704,676	0	0
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	2,740	132,068	SH	DFND	3	132,068	0	0
TANGER FACTORY OUTLET CTRS I	COM	875465106	1,675	50,800	SH	DFND	2	50,800	0	0
TARGA RES CORP COM	COM	87612G101	16,009	310,738	SH	DFND	2,4	310,738	0	0
TARGA RESOURCES L.P.	COM	87611X105	714	24,602	SH	DFND	4	24,602	0	0
TC PIPELINES LP	UT COM LTD PRT	87233Q108	8,910	187,149	SH	DFND	2	187,149	0	0
TE CONNECTIVITY LTD REG	REG SHS	H84989104	1,509	25,200	SH	DFND	2	25,200	0	0
TECHNOLOGY SELECT SECTOR SPDR FUND	COM	81369Y803	775	19,613	SH	DFND	4	19,613	0	0
TEEKAY CORPORATION	COM	Y8564W103	685	23,100	SH	DFND	2	23,100	0	0
TELEFLEX INC	COM	879369106	77,040	620,243	SH	DFND	2	454,977	13,584	151,682
TENARIS S A	SPONSORED ADR	88031M109	38,794	1,609,041	SH	DFND	2,3	1,326,871	0	282,170
TERRENO RLTY CORP	COM	88146M101	9,140	465,397	SH	DFND	2	465,397	0	0
TESORO LOGISTICS LP	COM UNIT LP	88160T107	35,953	798,946	SH	DFND	2	798,946	0	0
TEXAS INSTRS INC	COM	882508104	86,623	1,749,239	SH	DFND	2	1,684,216	21,273	43,750
TEXTRON INC	COM	883203101	5,941	157,840	SH	DFND	2	157,565	0	275
THOR INDS INC	COM	885160101	4,021	77,625	SH	DFND	2	77,275	0	350
TIME INC	COM	887228104	72,362	3,798,539	SH	DFND	4	2,933,226	82,236	783,077
TIME WARNER INC	COM NEW	887317303	129,836	1,888,521	SH	DFND	2,4	1,841,797	18,324	28,400
TJX COS INC NEW	COM	872540109	5,022	70,320	SH	DFND	2	69,955	0	365
TRANSCANADA CORP	COM	89353D107	764	24,200	SH	DFND	2	24,200	0	0
TREX CO INC	COM	89531P105	16,032	480,991	SH	DFND	2,4	469,793	11,198	0
TRUE BLUE INC	COM	89785X101	37,547	1,670,974	SH	DFND	2	1,428,903	37,800	204,271
TWENTY FIRST CENTY FOX INC CL	COM	90130A101	8,464	313,728	SH	DFND	2,4	300,885	12,843	0
UBS GROUP AG CHF 0.1	COM	H42097107	5,323	288,763	SH	DFND	3	288,763	0	0
UNILEVER NV	COM	904784709	2,920	72,886	SH	DFND	3	72,886	0	0
UNION PAC CORP	COM	907818108	94,162	1,065,056	SH	DFND	2,4	1,024,988	15,148	24,920
UNITED TECHNOLOGIES CORP	COM	913017109	60,936	684,751	SH	DFND	2	659,039	9,612	16,100
UNITEDHEALTH GROUP INC	COM	91324P102	7,179	61,885	SH	DFND	2	61,490	0	395

US BANCORP DEL	COM NEW	902973304	121,781	2,969,556	SH	DFND	2,4	2,959,892	9,664	0
VALE S A	ADR	91912E105	4,773	1,136,428	SH	DFND	2,3	964,728	0	171,700
VALERO ENERGY CORP	COM	91913Y100	10,247	170,505	SH	DFND	4	170,505	0	0
VALERO ENERGY PARTNERS LP	UNT REP LP	91914J102	12,513	283,345	SH	DFND	2	283,345	0	0
VENTAS INC	COM	92276F100	4,752	84,771	SH	DFND	2	84,771	0	0
VERIZON COMMUNICATIONS INC	COM	92343V104	86,535	1,988,865	SH	DFND	2,3,4	1,915,415	25,650	47,800
VIACOM INC NEW CL B	COM	92553P201	53,182	1,232,493	SH	DFND	2,4	1,181,895	16,098	34,500
VISA INC- CLASS A SHARES	COM	92826C839	11,353	162,972	SH	DFND	4	162,972	0	0
VORNADO RLTY TR	SH BEN INT	929042109	1,050	11,615	SH	DFND	2	11,615	0	0
VTTI ENERGY PARTNERS LP	COM UNIT RP LT	Y9384M101	9,034	461,606	SH	DFND	2	461,606	0	0
WAL-MART STORES INC	COM	931142103	383	5,900	SH	DFND	2	5,900	0	0
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	553	22,200	SH	DFND	2	22,200	0	0
WATTS WATER TECHNOLOGIES	CL A	942749102	62,960	1,191,981	SH	DFND	2	929,765	25,598	236,618
WEC ENERGY GROUP, INC	COM	92939U106	99,569	1,906,727	SH	DFND	2,4	1,748,650	22,727	135,350
WELLS FARGO & CO	COM	949746101	199,906	3,892,987	SH	DFND	2,4	3,779,250	42,797	70,940
WESBANCO INC	COM	950810101	7,662	243,630	SH	DFND	2	243,630	0	0
WESTERN DIGITAL CORP	COM	958102105	5,401	67,994	SH	DFND	2,4	67,994	0	0
WESTERN GAS PARTNERS LP	COM UNIT LP IN	958254104	58,744	1,254,670	SH	DFND	2	1,254,670	0	0
WESTLAKE CHEM PARTNERS LP	COM UNIT RP LP	960417103	4,250	242,884	SH	DFND	2	242,884	0	0
WESTROCK CO	COM	96145D105	39,140	760,885	SH	DFND	4	524,172	29,655	207,058
WEYERHAEUSER CO	COM	962166104	1,077	39,400	SH	DFND	2	39,400	0	0
WILLIAMS COS INC DEL	COM	969457100	10,317	279,979	SH	DFND	2,3	279,979	0	0
WILLIAMS PARTNERS LP	COM UNIT	96949L105	47,243	1,480,037	SH	DFND	2,4	1,480,037	0	0
WILLIAMS SONOMA INC COM	COM	969904101	436	5,705	SH	DFND	4	5,705	0	0
WINTRUST FINL CORP	COM	97650W108	83,768	1,567,808	SH	DFND	2	1,233,983	32,261	301,564
WOODWARD INC	COM	980745103	65,899	1,619,130	SH	DFND	2,4	1,231,594	31,609	355,927
WORLD POINT TERMINALS LP	UNIT REP LTD PT	98159G107	7,179	535,755	SH	DFND	2	535,755	0	0
WUXI PHARMATECH CAYMAN INC	SPONS ADR SHS	929352102	38,745	896,675	SH	DFND	2	553,296	0	343,379
ZIONS BANCORPORATION	COM	989701107	35,097	1,274,407	SH	DFND	2	962,240	25,847	286,320