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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: 09-30-2014

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]

11-13-2014

[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: 2

Form 13F Information Table Entry Total: 322

Form 13F Information Table Value Total: 12,706,170

(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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FORM 13F INFORMATION TABLE

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4		COLUMN 5		COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGER	COLUMN 8		
			VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL			SOLE	SHARED	NONE
ABBOTT LABS	COM	002824100	152,670	3,670,820	SH		DFND	2	3,551,597	34,828	84,395
ABBVIE INC	COM	00287Y109	560	9,700	SH		DFND	2	9,700	0	0
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	5,914	72,720	SH		DFND	2	66,520	0	6,200
ACCESS MIDSTREAM PARTNERS L.P.	UNIT	00434L109	53,475	840,269	SH		DFND	2	840,269	0	0
ACE LTD	SHS	H0023R105	8,379	79,897	SH		DFND	3	79,897	0	0
ADVANCE AUTO PARTS INC	COM	00751Y106	55,315	424,522	SH		DFND	2	369,641	4,491	50,390
AETNA INC NEW	COM	00817Y108	3,943	48,675	SH		DFND	2	48,600	0	75
AGCO CORP	COM	001084102	3,482	76,586	SH		DFND	3	76,586	0	0
AGRIUM INC	COM	008916108	1,271	14,265	SH		DFND	3	14,265	0	0
ALAMO GROUP INC.	COM	011311107	3,331	81,232	SH		DFND	2	81,232	0	0
ALEXANDRIA REAL ESTATE EQ INC	COM	015271109	144,720	1,962,300	SH		DFND	2	1,811,780	0	150,520
ALLETE INC	COM NEW	018522300	6,912	155,700	SH		DFND	2	155,700	0	0
ALTERA CORP	COM	021441100	17,614	492,300	SH		DFND	2	219,000	0	273,300
AMC NETWORKS INC CL A	COM	00164V103	170,256	2,914,347	SH		DFND	2	2,524,291	47,371	342,685
AMDOCS LTD	ORD	G02602103	257,468	5,611,791	SH		DFND	2	4,984,804	87,830	539,157
AMERICAN CAMPUS COMMUNITIES	COM	024835100	1,093	30,000	SH		DFND	2	30,000	0	0
AMERICAN INTL GROUP INC	COM NEW	026874784	115,855	2,144,662	SH		DFND	2	2,037,865	29,942	76,855
AMERICAN TOWER CORP NEW	COM	03027X100	3,595	38,400	SH		DFND	2	38,400	0	0
AMERISAFE INC	COM	03071H100	3,903	99,803	SH		DFND	2	99,803	0	0
AMPHENOL CORP NEW	CL A	032095101	13,465	134,834	SH		DFND	2	85,695	0	49,139
ANADARKO PETE CORP	COM	032511107	5,891	58,069	SH		DFND	2	57,969	0	100
APOGEE ENTERPRISES INC	COM	037598109	53,091	1,333,955	SH		DFND	2	1,166,849	28,426	138,680
APPLE INC	COM	037833100	107,409	1,066,090	SH		DFND	2	1,017,581	12,317	36,192
ARC LOGISTICS PARTNERS LP	COM UT REP LPN	03879N101	4,968	197,564	SH		DFND	2	197,564	0	0

ARRIS GROUP INC NEW	COM	04270V106	165,863	5,849,505	SH	DFND	2	5,063,838	86,419	699,248
AT&T INC	COM	00206R102	87,343	2,478,528	SH	DFND	2,3	2,469,100	9,328	100
AVAGO TECHNOLOGIES LTD SHS	COM	Y0486S104	14,978	172,157	SH	DFND	2	99,520	0	72,637
AVALONBAY CMNTYS INC	COM	053484101	1,707	12,109	SH	DFND	2	12,109	0	0
AVG TECHNOLOGIES N V	SHS	N07831105	64,907	3,914,792	SH	DFND	2	3,392,821	73,146	448,825
AXIS CAPITAL HOLDINGS LTD	SHS	G0692U109	2,792	59,000	SH	DFND	2	59,000	0	0
B/E AEROSPACE INC	COM	073302101	73,984	881,390	SH	DFND	2	674,536	16,743	190,111
BANCFIRST CORP	COM	05945F103	3,830	61,223	SH	DFND	2	61,223	0	0
BANK OF AMERICA CORPORATION	COM	060505104	141,730	8,312,614	SH	DFND	2	7,909,379	103,245	299,990
BANKUNITED INC	COM	06652K103	87,085	2,856,188	SH	DFND	2	2,264,270	60,673	531,245
BARD C R INC	COM	067383109	4,852	34,000	SH	DFND	2	34,000	0	0
BBCN BANCORP INC	COM	073295107	7,093	486,145	SH	DFND	2	486,145	0	0
BEACON ROOFING SUPPLY INC	COM	073685109	30,368	1,191,854	SH	DFND	2	1,073,114	0	118,740
BECTON DICKINSON & CO	COM	075887109	176,596	1,551,675	SH	DFND	2	1,509,850	12,135	29,690
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	2,196	15,896	SH	DFND	2	14,673	0	1,223
BOEING CO	COM	097023105	148,205	1,163,488	SH	DFND	2	1,139,038	0	24,450
BOISE CASCADE CO DEL	COM	09739D100	68,798	2,282,606	SH	DFND	2	2,025,672	49,339	207,595
BONANZA CREEK ENERGY INC	COM	097793103	59,831	1,051,519	SH	DFND	2	840,786	18,618	192,115
BORGWARNER INC	COM	099724106	26,466	503,054	SH	DFND	2	345,855	8,799	148,400
BOSTON PROPERTIES INC	COM	101121101	50,512	436,353	SH	DFND	2	436,353	0	0
BRANDYWINE REALTY TRUST	SH BEN INT NEW	105368203	518	36,800	SH	DFND	2	36,800	0	0
BRISTOL MYERS SQUIBB CO	COM	110122108	3,474	67,886	SH	DFND	3	67,886	0	0
BROADRIDGE FINL SOLUTIONS INC	COM	11133T103	74,031	1,778,316	SH	DFND	2	1,342,769	36,077	399,470
CABELAS INC	COM	126804301	2,383	40,450	SH	DFND	2	40,000	0	450
CAMDEN PPTY TR	SH BEN INT	133131102	1,108	16,167	SH	DFND	2	16,167	0	0
CAMERON INTERNATIONAL CORP	COM	13342B105	4,140	62,367	SH	DFND	3	62,367	0	0
CAPITAL ONE FINL CORP	COM	14040H105	229,822	2,815,752	SH	DFND	2,3	2,726,655	24,367	64,730
CARDTRONICS INC	COM	14161H108	86,056	2,444,781	SH	DFND	2	2,104,551	58,127	282,103
CAREFUSION CORP	COM	14170T101	109,185	2,412,922	SH	DFND	2	1,857,757	46,590	508,575
CATERPILLAR INC DEL	COM	149123101	3,707	37,435	SH	DFND	3	37,435	0	0
CHEMICAL FINL CORP	COM	163731102	7,015	260,872	SH	DFND	2	260,872	0	0
CHEVRON CORP NEW	COM	166764100	137,063	1,148,702	SH	DFND	2	1,114,049	8,218	26,435

CIGNA CORPORATION	COM	125509109	86,710	956,108	SH	DFND	2	907,535	11,173	37,400
CIT GROUP INC	COM NEW	125581801	96,953	2,109,499	SH	DFND	2	2,016,047	28,412	65,040
CLOUD PEAK ENERGY INC	COM	18911Q102	46,694	3,700,035	SH	DFND	2	3,142,835	80,761	476,439
COHERENT INC	COM	192479103	5,537	90,220	SH	DFND	2	90,220	0	0
COLFAX CORP	COM	194014106	73,619	1,292,247	SH	DFND	2	1,000,263	26,136	265,848
COLGATE PALMOLIVE CO	COM	194162103	105,499	1,617,595	SH	DFND	2	1,538,472	20,418	58,705
COLUMBIA BKG SYS INC	COM	197236102	7,080	285,358	SH	DFND	2	285,358	0	0
COMCAST CORP NEW	CL A	20030N101	178,413	3,317,463	SH	DFND	2	3,224,237	26,841	66,385
COMERICA INC	COM	200340107	43,737	877,193	SH	DFND	2	678,244	16,549	182,400
COMPASS MINERALS INTL INC	COM	20451N101	409	4,850	SH	DFND	2	4,850	0	0
CONE MIDSTREAM PARTNERS LP	COM UNIT REPST	206812109	9,107	324,100	SH	DFND	2	324,100	0	0
CONOCOPHILLIPS	COM	20825C104	386	5,050	SH	DFND	2	5,050	0	0
CONSOL ENERGY INC	COM	20854P109	19,066	503,605	SH	DFND	2	392,905	0	110,700
CONTANGO OIL & GAS COMPANY	COM	21075N204	6,840	205,768	SH	DFND	2	205,768	0	0
CONTINENTAL BLDG PRODS INC	COM	211171103	4,451	304,861	SH	DFND	2	304,861	0	0
COPA HOLDINGS SA	CL A	P31076105	36,896	343,889	SH	DFND	2,3	216,671	0	127,218
CREDICORP LTD	COM	G2519Y108	41,974	273,642	SH	DFND	2,3	194,829	0	78,813
CRESTWOOD MIDSTREAM PARTNERS	UNIT LTD PARTNER	226378107	49,719	2,193,158	SH	DFND	2	2,193,158	0	0
CUBESMART	COM	229663109	559	31,100	SH	DFND	2	31,100	0	0
CYRUSONE INC COM	COM	23283R100	8,007	333,062	SH	DFND	2	333,062	0	0
DELEK LOGISTICS PARTNERS LP	UNT RP INT	24664T103	10,972	269,508	SH	DFND	2	269,508	0	0
DELTA AIR LINES	COM	247361702	4,861	134,475	SH	DFND	2	134,275	0	200
DENTSPLY INTL INC NEW	COM	249030107	2,996	65,700	SH	DFND	2	65,700	0	0
DIAMONDROCK HOSPITALITY CO	COM	252784301	35,857	2,827,841	SH	DFND	2	2,480,641	0	347,200
DICKS SPORTING GOODS INC	COM	253393102	4,913	111,975	SH	DFND	2	111,825	0	150
DOUGLAS EMMETT INC	COM	25960P109	537	20,900	SH	DFND	2	20,900	0	0
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	24,872	386,758	SH	DFND	2	197,440	3,118	186,200
DTS INC COM	COM	23335C101	7,419	293,829	SH	DFND	2	293,829	0	0
DU PONT E I DE NEMOURS & CO CO	COM	263534109	51,539	718,220	SH	DFND	2	718,220	0	0
DUN & BRADSTREET CORP DEL NEW	COM	26483E100	8,543	72,725	SH	DFND	3	72,725	0	0
EAST WEST BANCORP INC	COM	27579R104	43,765	1,287,194	SH	DFND	2	1,010,271	25,376	251,547

EATON VANCE CORP	COM NON VTG	278265103	3,237	85,800	SH	DFND	2	85,800	0	0
EBAY INC	COM	278642103	89,039	1,572,302	SH	DFND	2	1,492,475	18,217	61,610
EMERSON ELEC CO	COM	291011104	351	5,605	SH	DFND	2	5,605	0	0
EMPLOYERS HOLDINGS INC	COM	292218104	16,617	863,221	SH	DFND	2	845,766	17,455	0
ENABLE MIDSTREAM PARTNERS LP C	COM UNIT RP IN	292480100	10,343	419,750	SH	DFND	2	419,750	0	0
ENERGIZER HLDGS INC	COM	29266R108	85,724	695,755	SH	DFND	2	556,271	14,644	124,840
ENERGY TRANSFER EQUITY L P	COM UT LTD PTN	29273V100	50,554	819,489	SH	DFND	2	819,489	0	0
ENERGY TRANSFER PRTNRS L P	UNIT LTD PARTN	29273R109	25,435	397,489	SH	DFND	2	397,489	0	0
ENERSIS S A SPONSORED ADR	SPONSORED ADR	29274F104	10,937	693,090	SH	DFND	3	693,090	0	0
ENLINK MIDSTREAM LLC COM UNIT	COM UNIT REP LTD	29336T100	10,729	259,592	SH	DFND	2	259,592	0	0
ENTERPRISE PRODS PARTNERS L P	COM	293792107	110,321	2,737,490	SH	DFND	2	2,737,490	0	0
EOG RES INC	COM	26875P101	97,484	984,484	SH	DFND	2	940,132	11,167	33,185
EQT CORP	COM	26884L109	68,273	745,820	SH	DFND	2	628,721	10,779	106,320
EQT MIDSTREAM PARTNERS LP UNIT	UNIT LTD PARTN	26885B100	17,490	195,182	SH	DFND	2	195,182	0	0
EQUIFAX INC	COM	294429105	86,396	1,155,950	SH	DFND	2	892,223	23,324	240,403
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1,121	18,200	SH	DFND	2	18,200	0	0
EXPRESS SCRIPTS HLDG CO	COM	30219G108	99,905	1,414,494	SH	DFND	2	1,344,461	14,513	55,520
EXXON MOBIL CORP	COM	30231G102	131,732	1,400,659	SH	DFND	2,3	1,354,631	10,263	35,765
FEDEX CORP	COM	31428X106	73,174	453,226	SH	DFND	2	435,531	0	17,695
FIRST FINL BANCORP OH	COM	320209109	51,218	3,235,515	SH	DFND	2	2,756,304	63,604	415,607
FLIR SYS INC	COM	302445101	60,550	1,932,023	SH	DFND	2	1,421,960	39,178	470,885
FLOWERVE CORP	COM	34354P105	7,454	105,700	SH	DFND	2	105,615	0	85
FOMENTO ECONOMICO MEXICANO SAB	SPON ADR UNITS	344419106	35,111	381,438	SH	DFND	2,3	271,169	0	110,269
FORESIGHT ENERGY LP	COM UNIT RP INT	34552U104	9,979	546,475	SH	DFND	2	546,475	0	0
FRANKLIN RES INC	COM	354613101	10,828	198,270	SH	DFND	2	189,210	0	9,060
FREEPORT-MCMORAN COPPER & GOLD	COM	35671D857	3,309	101,341	SH	DFND	3	101,341	0	0
GARMIN LTD	SHS	H2906T109	20,888	401,778	SH	DFND	2	239,279	6,299	156,200
GENERAC HLDGS INC	COM	368736104	3,580	88,316	SH	DFND	3	88,316	0	0
GENERAL DYNAMICS CORP	COM	369550108	635	5,000	SH	DFND	2	5,000	0	0
GENERAL ELECTRIC CO	COM	369604103	97,038	3,787,590	SH	DFND	2	3,787,590	0	0
GENERAL MLS INC	COM	370334104	168,418	3,338,319	SH	DFND	2	3,268,678	20,921	48,720

GENERAL MTRS CO	COM	37045V100	10,287	322,084	SH	DFND	2	312,569	9,515	0
GENUINE PARTS CO	COM	372460105	456	5,200	SH	DFND	2	5,200	0	0
GILEAD SCIENCES INC	COM	375558103	9,447	88,750	SH	DFND	2	88,210	0	540
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	9,068	197,267	SH	DFND	2	190,486	6,781	0
GORMAN RUPP CO	COM	383082104	7,086	235,878	SH	DFND	2	235,878	0	0
GRAINGER W W INC	COM	384802104	9,943	39,510	SH	DFND	2	39,425	0	85
HAEMONETICS CORP	COM	405024100	46,564	1,333,448	SH	DFND	2	1,169,022	28,300	136,126
HARTFORD FINL SVCS GROUP INC	COM	416515104	167,472	4,495,898	SH	DFND	2	4,124,336	42,881	328,681
HASBRO INC	COM	418056107	762	13,854	SH	DFND	2	8,954	0	4,900
HCC INS HLDGS INC	COM	404132102	4,193	86,827	SH	DFND	2	38,497	0	48,330
HCP INC	COM	40414L109	2,839	71,500	SH	DFND	2	71,500	0	0
HEARTLAND EXPRESS INC	COM	422347104	7,209	300,865	SH	DFND	2	300,865	0	0
HEARTLAND PMT SYS INC	COM	42235N108	5,336	111,821	SH	DFND	2	111,821	0	0
HENRY JACK & ASSOC INC	COM	426281101	40,652	730,362	SH	DFND	2	561,478	14,599	154,285
HEWLETT PACKARD CO	COM	428236103	6,438	181,500	SH	DFND	2	181,200	0	300
HOME DEPOT INC	COM	437076102	112,665	1,228,092	SH	DFND	2	1,169,729	16,078	42,285
HONEYWELL INTL INC	COM	438516106	197,583	2,121,806	SH	DFND	2,3	2,053,004	16,752	52,050
HOSPIRA INC	COM	441060100	85,530	1,643,860	SH	DFND	2	1,276,062	32,483	335,315
HOST HOTELS & RESORTS INC	COM	44107P104	856	40,118	SH	DFND	2	40,118	0	0
HUBBELL INC CL B	CL B	443510201	34,219	283,906	SH	DFND	2	211,262	5,379	67,265
HUDSON PAC PPTYS INC	COM	444097109	582	23,600	SH	DFND	2	23,600	0	0
HURCO COMPANIES INC	COM	447324104	3,639	96,628	SH	DFND	2	96,628	0	0
HYSTER YALE MATLS HANDLING	CL A	449172105	3,479	48,569	SH	DFND	2	48,569	0	0
IAC INTERACTIVECORP	COM PAR \$,001	44919P508	143,549	2,178,287	SH	DFND	2	1,787,658	36,709	353,920
INLAND REAL ESTATE CORP	COM	457461200	34,021	3,433,026	SH	DFND	2	3,031,540	0	401,486
INTEGRA LIFESCIENCES HLDGS CP	COM	457985208	37,982	765,156	SH	DFND	2	660,164	14,779	90,213
INTERNATIONAL BUSINESS MACHS	COM	459200101	4,226	22,264	SH	DFND	3	22,264	0	0
INVESCO LTD	SHS	G491BT108	105,494	2,672,080	SH	DFND	2	2,550,323	27,777	93,980
iSHARES	MSCI TAIWAN ETF	464286731	1,508	98,745	SH	DFND	3	0	0	98,745
J & J SNACK FOODS CORP	COM	466032109	7,332	78,363	SH	DFND	2	78,363	0	0
J2 GLOBAL INC	COM	48123V102	88,765	1,798,314	SH	DFND	2	1,427,279	31,372	339,663
JOHNSON & JOHNSON	COM	478160104	209,841	1,968,674	SH	DFND	2	1,913,385	13,839	41,450

JOY GLOBAL INC	COM	481165108	73,221	1,342,512	SH	DFND	2	1,024,788	25,604	292,120
JPMORGAN CHASE & CO	COM	46625H100	176,334	2,927,190	SH	DFND	2,3	2,801,597	35,813	89,780
KAMAN CORP	COM	483548103	4,387	111,622	SH	DFND	2	111,622	0	0
KELLY SVCS INC	CL A	488152208	11,904	759,691	SH	DFND	2	748,724	10,967	0
KILROY RLTY CORP	COM	49427F108	565	9,500	SH	DFND	2	9,500	0	0
KIMCO RLTY CORP	COM	49446R109	549	25,052	SH	DFND	2	25,052	0	0
KINDER MORGAN ENERGY PARTNERS	UT LTD PARTNER	494550106	20,556	220,369	SH	DFND	2,3	220,369	0	0
KINDER MORGAN INC DEL	COM	49456B101	79,112	2,063,430	SH	DFND	2	2,063,430	0	0
KINDER MORGAN MANAGEMENT LLC	SHS	49455U100	10,307	109,475	SH	DFND	2	109,475	0	0
KITE RLTY GROUP TR	COM NEW	49803T300	1,653	68,200	SH	DFND	2	68,200	0	0
KNOLL INC	COM NEW	498904200	17,762	1,026,109	SH	DFND	2	916,976	17,564	91,569
KONINKLIJKE PHILIP	NY REG SH NEW	500472303	1,780	55,757	SH	DFND	3	55,757	0	0
KRAFT FOODS GROUP INC	COM	50076Q106	6,168	109,361	SH	DFND	3	109,361	0	0
LANDSTAR SYS INC	COM	515098101	8,727	120,890	SH	DFND	2	55,125	0	65,765
LASALLE HOTEL PPTY	COM SH BEN INT	517942108	558	16,300	SH	DFND	2	16,300	0	0
LAZARD LTD	SHS A	G54050102	3,072	60,600	SH	DFND	2	60,600	0	0
LEAR CORP	COM NEW	521865204	42,946	497,004	SH	DFND	2	371,857	18,952	106,195
LEGACY RESERVES LP	UNIT LP INT	524707304	10,383	349,825	SH	DFND	2	349,825	0	0
LIBERTY PPTY TR	SH BEN INT	531172104	984	29,600	SH	DFND	2	29,600	0	0
LIFE TIME FITNESS INC	COM	53217R207	103,681	2,055,540	SH	DFND	2	1,572,375	40,304	442,861
LINN ENERGY LLC	UNIT LTD LIAB	536020100	16,030	531,863	SH	DFND	2	531,863	0	0
LITHIA MTRS INC	CL A	536797103	42,348	559,497	SH	DFND	2	485,269	12,752	61,476
LITTELFUSE INC	COM	537008104	7,113	83,508	SH	DFND	2	83,508	0	0
LOWES COS INC	COM	548661107	561	10,600	SH	DFND	2	10,600	0	0
MACERICH CO	COM	554382101	1,130	17,700	SH	DFND	2	17,700	0	0
MAGELLAN MIDSTREAM PRTNRS LP C	COM UNIT RP LP	559080106	65,105	773,400	SH	DFND	2	773,400	0	0
MANPOWERGROUP INC	COM	56418H100	38,453	548,550	SH	DFND	2	419,180	10,738	118,632
MARATHON PETE CORP	COM	56585A102	2,942	34,750	SH	DFND	2	34,700	0	50
MARCUS CORP	COM	566330106	5,216	330,153	SH	DFND	2	330,153	0	0
MARKWEST ENERGY PARTNERS LP	UNIT LTD PARTN	570759100	21,953	285,772	SH	DFND	2	285,772	0	0
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	1,593	118,200	SH	DFND	2	118,200	0	0
MATRIX SVC CO	COM	576853105	3,718	154,134	SH	DFND	2	154,134	0	0
MCCORMICK & CO INC	COM NON VTG	579780206	97,434	1,456,409	SH	DFND	2	1,394,854	14,090	47,465

MCDONALDS CORP	COM	580135101	9,638	101,656	SH	DFND	2	98,481	3,175	0
MEADWESTVACO CORP	COM	583334107	30,679	749,366	SH	DFND	2	571,963	15,973	161,430
MEDNAX INC	COM	58502B106	73,445	1,339,742	SH	DFND	2	1,028,772	29,010	281,960
MEREDITH CORP	COM	589433101	56,550	1,321,266	SH	DFND	2	1,052,740	25,967	242,559
MERIT MED SYS INC	COM	589889104	4,143	348,708	SH	DFND	2	348,708	0	0
METLIFE INC	COM	59156R108	101,551	1,890,390	SH	DFND	2,3	1,847,599	9,741	33,050
MICROCHIP TECHNOLOGY INC	COM	595017104	1,511	32,000	SH	DFND	2	32,000	0	0
MICROSOFT CORP	COM	594918104	51,820	1,117,783	SH	DFND	2	1,117,783	0	0
MID-AMER APT CMNTYS INC	COM	59522J103	1,037	15,800	SH	DFND	2	15,800	0	0
MOHAWK INDS INC	COM	608190104	31,911	236,690	SH	DFND	2	160,940	4,050	71,700
MONDELEZ INTL INC	CL A	609207105	4,470	130,461	SH	DFND	3	130,461	0	0
MOODYS CORP	COM	615369105	8,948	94,688	SH	DFND	3	94,688	0	0
MSC INDL DIRECT INC	CL A	553530106	91,525	1,070,972	SH	DFND	2	1,015,833	11,509	43,630
NATIONAL OILWELL VARCO INC	CL A	637071101	1,552	20,400	SH	DFND	2	20,400	0	0
NATIONAL RETAIL PPTYS INC	COM	637417106	1,699	49,134	SH	DFND	3	49,134	0	0
NETEASE INC	SPONSORED ADR	64110W102	9,096	106,185	SH	DFND	2	0	0	106,185
NEW JERSEY RESOURCES CORP	COM	646025106	18,572	367,680	SH	DFND	2	320,432	6,853	40,395
NEXTERA ENERGY INC	COM	65339F101	140,659	1,498,292	SH	DFND	2	1,451,225	10,782	36,285
NGL ENERGY PARTNERS LP	COM UNIT REPST	62913M107	9,679	245,846	SH	DFND	2	245,846	0	0
NORTHWESTERN CORP	COM NEW	668074305	7,074	155,953	SH	DFND	2	155,953	0	0
NOVARTIS A G	SPONSORED ADR	66987V109	48,193	511,986	SH	DFND	2	511,986	0	0
OASIS PETE INC NEW	COM	674215108	78,585	1,879,581	SH	DFND	2	1,492,337	37,662	349,582
OCCIDENTAL PETE CORP DEL	COM	674599105	131,821	1,370,999	SH	DFND	2	1,325,556	10,553	34,890
OMNICELL INC COM	COM	68213N109	7,362	269,371	SH	DFND	2	269,371	0	0
OMNICOM GROUP INC	COM	681919106	5,226	75,888	SH	DFND	3	75,888	0	0
ON SEMICONDUCTOR CORP	COM	682189105	61,368	6,864,463	SH	DFND	2	5,261,696	138,112	1,464,655
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	11,067	197,771	SH	DFND	2	197,771	0	0
OPUS BK IRVINE CALIF	COM	684000102	3,621	118,221	SH	DFND	2	118,221	0	0
PACIFIC CONTINENTAL CORP	COM	69412V108	3,532	274,870	SH	DFND	2	274,870	0	0
PARKER HANNIFIN CORP	COM	701094104	4,650	40,735	SH	DFND	2	36,205	0	4,530
PBF LOGISTICS LP	UNIT LTD PTNR	69318Q104	5,775	228,075	SH	DFND	2	228,075	0	0

PDC ENERGY INC	COM	69327R101	32,469	645,641	SH	DFND	2	549,101	10,496	86,044
PEPSICO INC	COM	713448108	209,624	2,251,840	SH	DFND	2	2,200,599	14,861	36,380
PERKINELMER INC	COM	714046109	41,836	959,530	SH	DFND	2	750,942	17,668	190,920
PETROQUEST ENERGY INC	COM	716748108	4,217	750,274	SH	DFND	2	750,274	0	0
PETSMART INC	COM	716768106	1,864	26,600	SH	DFND	2	26,600	0	0
PFIZER INC	COM	717081103	491	16,600	SH	DFND	2	16,600	0	0
PLAINS ALL AMERN PIPELINE L P	UNIT LTD PARTN	726503105	71,453	1,213,949	SH	DFND	2	1,213,949	0	0
PLAINS GP HLDGS L P SHS A REP	COM	72651A108	40,111	1,308,668	SH	DFND	2	1,308,668	0	0
PLUM CREEK TIMBER CO INC	COM	729251108	507	13,000	SH	DFND	2	13,000	0	0
POTLATCH CORP NEW	NEW COM	737630103	59,664	1,483,806	SH	DFND	2	1,245,033	0	238,773
POWERSHARES INDIA ETF TR	INDIA PORT	73935L100	4,079	188,214	SH	DFND	3	0	0	188,214
PRECISION CASTPARTS CORP	COM	740189105	3,222	13,600	SH	DFND	2	11,500	0	2,100
PREMIER INC	CL A	74051N102	33,022	1,004,915	SH	DFND	2	781,476	0	223,439
PRICE T ROWE GROUP INC	COM	74144T108	5,167	65,900	SH	DFND	2,3	65,900	0	0
PRIMORIS SVCS CORP	COM	74164F103	34,715	1,293,405	SH	DFND	2	1,112,784	26,861	153,760
PRIVATEBANCORP INC	COM	742962103	83,480	2,791,027	SH	DFND	2	2,285,990	55,366	449,671
PROCTER & GAMBLE CO	COM	742718109	419	5,004	SH	DFND	2	5,004	0	0
PROLOGIS INC	COM	74340W103	989	26,223	SH	DFND	2	26,223	0	0
PS BUSINESS PKS INC CALIF	COM	69360J107	49,146	645,468	SH	DFND	2	593,868	0	51,600
PUBLIC STORAGE	COM	74460D109	2,123	12,800	SH	DFND	2	12,800	0	0
QEP MIDSTREAM PARTNERS LP COM	COM UNIT RP LTD	74735R115	9,834	415,124	SH	DFND	2	415,124	0	0
QUALCOMM INC	COM	747525103	182,889	2,446,016	SH	DFND	2	2,381,451	17,765	46,800
QUESTAR CORP	COM	748356102	73,073	3,278,270	SH	DFND	2	2,587,437	66,868	623,965
RANDGOLD RES LTD	ADR	752344309	3,625	53,632	SH	DFND	2,3	53,632	0	0
RAYTHEON CO	COM NEW	755111507	151,152	1,487,416	SH	DFND	2,3	1,453,039	10,812	23,565
REGENCY CTRS CORP	COM	758849103	3,074	57,100	SH	DFND	2	57,100	0	0
REGENCY ENERGY PARTNERS L P	COM UNITS LP	75885Y107	28,742	881,119	SH	DFND	2	881,119	0	0
RENT A CTR INC NEW	COM	76009N100	43,629	1,437,518	SH	DFND	2	1,098,728	27,640	311,150
REPUBLIC SVCS INC	COM	760759100	214	5,472	SH	DFND	2	5,472	0	0
REX ENERGY CORPORATION	COM	761565100	46,203	3,646,627	SH	DFND	2	3,128,761	80,181	437,685
ROADRUNNER TRNSN SVCS HLDG INC	COM	76973Q105	6,788	297,857	SH	DFND	2	297,857	0	0
ROBERT HALF INTL INC	COM	770323103	53,780	1,097,542	SH	DFND	2	795,027	20,036	282,479
ROCK-TENN CO	CL A	772739207	39,872	837,989	SH	DFND	2	643,396	16,393	178,200

ROCKWOOD HLDGS INC COM	COM	774415103	91,199	1,192,925	SH	DFND	2	944,375	24,900	223,650
RSP PERMIAN INC	COM	74978Q105	13,706	536,225	SH	DFND	2	521,831	14,394	0
RUSH ENTERPRISES	COM	781846209	22,971	686,730	SH	DFND	2	616,024	10,361	60,345
SAFETY INS GROUP INC	COM	78648T100	3,633	67,393	SH	DFND	2	67,393	0	0
SANDISK CORP	COM	80004C101	1,851	18,900	SH	DFND	2	18,900	0	0
SCHLUMBERGER LTD	COM	806857108	2,512	24,700	SH	DFND	2	24,355	0	345
SCHULMAN A INC	COM	808194104	7,235	200,075	SH	DFND	2	200,075	0	0
SEAWORLD ENTMT INC	COM	81282V100	13,058	679,044	SH	DFND	2	475,103	19,684	184,257
SEMTECH CORP COM	COM	816850101	7,256	267,266	SH	DFND	2	267,266	0	0
SHERWIN WILLIAMS CO	COM	824348106	13,223	60,380	SH	DFND	2	60,355	0	25
SIMON PPTY GROUP INC	COM	828806109	4,599	27,973	SH	DFND	2	27,973	0	0
SKYWORKS SOLUTIONS INC	COM	83088M102	100,264	1,727,201	SH	DFND	2	1,640,110	18,891	68,200
SMITH A O COM	COM	831865209	3,939	83,321	SH	DFND	2	83,321	0	0
SMUCKER J M CO	COM NEW	832696405	73,294	740,417	SH	DFND	2	624,064	10,393	105,960
SOUTHERN CO	COM	842587107	49,588	1,136,030	SH	DFND	2	1,136,030	0	0
SPECTRA ENERGY CORP	COM	847560109	46,523	1,185,005	SH	DFND	2	1,185,005	0	0
SPX CORP	COM	784635104	2,743	29,200	SH	DFND	2	29,200	0	0
STAG INDL INC	COM	85254J102	8,046	388,511	SH	DFND	2	388,511	0	0
STANLEY BLACK & DECKER INC	COM	854502101	5,582	62,865	SH	DFND	3	62,865	0	0
SUMMIT HOTEL PPTYS INC	COM	866082100	20,490	1,900,737	SH	DFND	2	1,900,737	0	0
SUMMIT MIDSTREAM PARTNERS LP	COM UNIT LTD	866142102	11,967	235,295	SH	DFND	2	235,295	0	0
SUNOCO LOGISTICS PARTNERS LP	COM UNITS	86764L108	10,606	219,777	SH	DFND	2	219,777	0	0
SVB FINL GROUP	COM	78486Q101	86,669	773,213	SH	DFND	2	600,834	13,796	158,583
SYNERGY RES CORP	COM	87164P103	7,090	581,622	SH	DFND	2	581,622	0	0
SYSCO CORP	COM	871829107	3,178	83,750	SH	DFND	2	83,750	0	0
TAL INTL GROUP INC	COM	874083108	6,718	162,853	SH	DFND	2	162,853	0	0
TANGER FACTORY OUTLET CTRS I	COM	875465106	1,639	50,100	SH	DFND	2	50,100	0	0
TARGET CORP	COM	87612E106	162,230	2,588,231	SH	DFND	2	2,458,602	32,649	96,980
TE CONNECTIVITY LTD REG	REG SHS	H84989104	10,060	181,950	SH	DFND	2	181,750	0	200
TELEFLEX INC	COM	879369106	60,610	577,019	SH	DFND	2	441,797	11,430	123,792
TENARIS S A	SPONSORED ADR	88031M109	41,501	911,102	SH	DFND	2,3	647,921	0	263,181
TESORO LOGISTICS LP	COM UNIT LP	88160T107	19,777	279,458	SH	DFND	2	279,458	0	0
TEXTRON INC	COM	883203101	3,419	95,010	SH	DFND	2	95,010	0	0

THERMO FISHER SCIENTIFIC INC	COM	883556102	3,055	25,100	SH	DFND	2	25,100	0	0
THOR INDS INC	COM	885160101	2,755	53,489	SH	DFND	2	53,489	0	0
TIME WARNER INC	COM NEW	887317303	194,478	2,585,803	SH	DFND	2	2,491,507	25,571	68,725
TIMKEN CO	COM	887389104	37,505	884,763	SH	DFND	2	677,418	16,930	190,415
TJX COS INC NEW	COM	872540109	7,559	127,745	SH	DFND	2	126,255	0	1,490
TRANSOCEAN PARTNERS LLC	COM UNIT RP LT	Y8977Y100	10,457	399,424	SH	DFND	2	399,424	0	0
TRAVELERS COMPANIES INC	COM	89417E109	47,966	510,600	SH	DFND	2	510,600	0	0
TREX CO INC	COM	89531P105	48,382	1,399,540	SH	DFND	2	1,247,639	34,669	117,232
TRUE BLUE INC	COM	89785X101	36,308	1,437,362	SH	DFND	2	1,217,927	30,934	188,501
TUPPERWARE BRANDS CORP	COM	899896104	40,371	584,744	SH	DFND	2	452,330	11,511	120,903
ULTRA PETROLEUM CORP	COM	903914109	7,939	341,335	SH	DFND	2	153,630	0	187,705
UNION PAC CORP	COM	907818108	127,480	1,175,801	SH	DFND	2	1,122,405	14,786	38,610
UNITED TECHNOLOGIES CORP	COM	913017109	94,875	898,434	SH	DFND	2	859,489	10,025	28,920
UNITEDHEALTH GROUP INC	COM	91324P102	3,968	46,010	SH	DFND	2	45,640	0	370
UNUM GROUP	COM	91529Y106	1,413	41,100	SH	DFND	2	41,100	0	0
US BANCORP DEL	COM NEW	902973304	107,250	2,563,957	SH	DFND	2	2,555,357	8,600	0
VALE S A	ADR	91912E105	13,962	1,268,112	SH	DFND	2,3	1,096,412	0	171,700
VALERO ENERGY PARTNERS LP	UNT REP LP	91914J102	9,011	201,900	SH	DFND	2	201,900	0	0
VENTAS INC	COM	92276F100	5,264	84,971	SH	DFND	2	84,971	0	0
VERIZON COMMUNICATIONS INC	COM	92343V104	104,493	2,090,277	SH	DFND	2,3	1,993,269	25,373	71,635
VIACOM INC NEW CL B	COM	92553P201	79,233	1,029,798	SH	DFND	2	977,115	12,478	40,205
VISHAY INTERTECHNOLOGY INC	COM	928298108	39,357	2,754,165	SH	DFND	2	2,110,796	55,406	587,963
VORNADO RLTY TR	SH BEN INT	929042109	1,081	10,815	SH	DFND	2	10,815	0	0
VTI ENERGY PARTNERS LP	COM UNIT RP LT	Y9384M101	10,679	426,150	SH	DFND	2	426,150	0	0
WADDELL & REED FINL INC	CL A	930059100	4,873	94,265	SH	DFND	2	94,125	0	140
WAL-MART STORES INC	COM	931142103	451	5,900	SH	DFND	2	5,900	0	0
WASHINGTON REAL ESTATE INVNT	SH BEN INT	939653101	523	20,600	SH	DFND	2	20,600	0	0
WATTS WATER TECHNOLOGIES	CL A	942749102	64,586	1,108,772	SH	DFND	2	939,923	24,814	144,035
WELLS FARGO & CO	COM	949746101	167,045	3,220,443	SH	DFND	2	3,062,157	42,251	116,035
WESBANCO INC	COM	950810101	1,815	59,330	SH	DFND	2	59,330	0	0
WESCO INTL INC	COM	95082P105	81,184	1,037,360	SH	DFND	2	987,113	12,047	38,200
WESTERN DIGITAL CORP	COM	958102105	8,589	88,257	SH	DFND	2	86,039	2,218	0
WESTERN GAS PARTNERS LP	COM UNIT LP IN	958254104	54,333	724,436	SH	DFND	2	724,436	0	0

WESTLAKE CHEM PARTNERS LP	COM UNIT RP LP	960417103	9,985	344,300	SH	DFND	2	344,300	0	0
WEYERHAEUSER CO	COM	962166104	1,160	36,400	SH	DFND	2	36,400	0	0
WILLIAMS COS INC DEL	COM	969457100	16,739	302,413	SH	DFND	2,3	302,413	0	0
WINTRUST FINL CORP	COM	97650W108	78,099	1,748,353	SH	DFND	2	1,433,688	34,140	280,525
WISCONSIN ENERGY CORP	COM	976657106	8,543	198,676	SH	DFND	2	112,076	0	86,600
WOLVERINE WORLD WIDE INC	COM	978097103	6,964	277,875	SH	DFND	2	277,875	0	0
WOODWARD INC	COM	980745103	67,004	1,407,064	SH	DFND	2	1,097,709	25,930	283,425
WORLD POINT TERMINALS LP	UNIT REP LTD PT	98159G107	10,206	536,855	SH	DFND	2	536,855	0	0
WUXI PHARMATECH CAYMAN INC	SPONS ADR SHS	929352102	8,536	243,742	SH	DFND	2	0	0	243,742