

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
 or Section 30(h) of the Investment Company Act of 1940

|                                          |         |          |                                                          |  |                                                                                                                                                                               |  |
|------------------------------------------|---------|----------|----------------------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person* |         |          | 2. Issuer Name and Ticker or Trading Symbol              |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)                                                                                                       |  |
| BYRNE SUSAN M                            |         |          | WESTWOOD HOLDINGS GROUP INC                              |  | <input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>co-Chief Investment Officer |  |
| (Last)                                   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)         |  |                                                                                                                                                                               |  |
| 200 CRESCENT COURT                       |         |          | 07/20/2011                                               |  |                                                                                                                                                                               |  |
| SUITE 1200                               |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                                                                                                                   |  |
| (Street)                                 |         |          |                                                          |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                                        |  |
| DALLAS                                   | TX      | 75201    |                                                          |  |                                                                                                                                                                               |  |
| (City)                                   | (State) | (Zip)    |                                                          |  |                                                                                                                                                                               |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |                          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-------------------------------------------------------------------|------------|--------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V | Amount                                                            | (A) or (D) | Price                    |                                                                                               |                                                          |                                                       |
| common stock                    | 07/20/2011                           |                                                    | S                              |   | 5,500 <sup>(1)</sup>                                              | D          | \$40.1384 <sup>(2)</sup> | 724,104                                                                                       | D                                                        |                                                       |
| common stock                    | 07/21/2011                           |                                                    | S                              |   | 5,432 <sup>(1)</sup>                                              | D          | \$40.1791 <sup>(3)</sup> | 718,672                                                                                       | D                                                        |                                                       |
| common stock                    | 07/22/2011                           |                                                    | S                              |   | 500 <sup>(1)</sup>                                                | D          | \$40.2                   | 718,172                                                                                       | D                                                        |                                                       |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V |                                                                                        | Date Exercisable                                         | Expiration Date |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |
|                                            |                                                        |                                      |                                                    |                                |   |                                                                                        |                                                          |                 | Amount or Number of Shares                                                        |                                            |                                                                                                    |                                                           |                                                        |

**Explanation of Responses:**

1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 10, 2011.
2. Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$40.05 to \$40.50 per share. Full information regarding the number of shares sold at each separate price will be provided to the Commission staff, the issuer, or a security holder of the issuer upon request.
3. Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$40.10 to \$40.30 per share. Full information regarding the number of shares sold at each separate price will be provided to the Commission staff, the issuer, or a security holder of the issuer upon request.

William R. Harcastle, Jr. as 07/22/2011  
attorney-in-fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.