

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* <b>CASEY BRIAN O</b> <hr/> (Last) (First) (Middle) <b>200 CRESCENT COURT</b> <b>SUITE 1200</b> <hr/> (Street) <b>DALLAS TX 75201</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>WESTWOOD HOLDINGS GROUP INC</b> <b>[ WHG ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>05/31/2012</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person					

**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	05/31/2012		M		3,223	A	\$12.9	384,635	D	
common stock	05/31/2012		S		3,223	D	\$35.6	381,412	D	
common stock	05/31/2012		G	V	3,000 <sup>(1)</sup>	D	\$0	378,412	D	
common stock	05/31/2012		G	V	1,050 <sup>(2)</sup>	D	\$0	377,362	D	
common stock	05/31/2012		G	V	350 <sup>(3)</sup>	A	\$0	700	I	As UTMA custodian for daughter.
common stock	05/31/2012		G	V	350 <sup>(4)</sup>	A	\$0	700	I	As UTMA custodian for son.
common stock	05/31/2012		G	V	350 <sup>(4)</sup>	A	\$0	700	I	As UTMA custodian for son.
common stock	06/04/2012		M		571	A	\$12.9	377,933	D	
common stock	06/04/2012		S		571	D	\$34.5	377,362	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	(A)	(D)	Date Exercisable	Expiration Date					
stock option	\$12.9	05/31/2012		M		3,223		07/02/2006	07/02/2012	common stock	\$0	8,777	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
stock option	\$12.9	06/04/2012		M			571	07/02/2006	07/02/2012	common stock	571	\$0	8,206	D	

**Explanation of Responses:**

1. Represents gift of shares to a charitable gift fund.
2. Represents transfer of shares to reporting person as custodian for each of his three children under Uniform Transfers to Minors Act.
3. Represents transfer of shares to reporting person as custodian for daughter under Uniform Transfers to Minors Act.
4. Represents transfer of shares to reporting person as custodian for son under Uniform Transfers to Minors Act.

William R. Hardcastle, Jr. as      06/04/2012  
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.**