

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

<p>1. Name and Address of Reporting Person*</p> <p><u>GAMCO INVESTORS, INC. ET AL</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>ONE CORPORATE CENTER</u></p> <hr/> <p>(Street)</p> <p><u>RYE NY 10580</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>WESTWOOD HOLDINGS GROUP INC</u> [ WHG ]</p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>08/23/2012</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p>Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
--	---	---

**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	08/23/2012		S		200	D	\$37.23	854,900	D <sup>(1)</sup>	
Common Stock	08/24/2012		S		1,400	D	\$37.0957	853,500	D <sup>(1)</sup>	

**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					

<p>1. Name and Address of Reporting Person*</p> <p><u>GAMCO INVESTORS, INC. ET AL</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>ONE CORPORATE CENTER</u></p> <hr/> <p>(Street)</p> <p><u>RYE NY 10580</u></p> <hr/> <p>(City) (State) (Zip)</p>
--

1. Name and Address of Reporting Person*		
<u>GABELLI MARIO J</u>		
(Last)	(First)	(Middle)
C/O GAMCO INVESTORS, INC		
ONE CORPORATE CENTER		
(Street)		
RYE	NY	10580
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>GGCP, INC.</u>		
(Last)	(First)	(Middle)
140 GREENWICH AVENUE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		

**Explanation of Responses:**

1. These securities are owned by GAMCO Investors, Inc. ("GBL"). GGCP, Inc. and Mr. Mario J. Gabelli have less than a 100% interest in GBL and hereby disclaim ownership of these securities in excess of their pecuniary interests.

/s/ Douglas R. Jamieson,  
Attorney-In-Fact for MARIO J.  
GABELLI, GGCP, INC., and  
GAMCO INVESTORS, INC.

08/27/2012

\*\* 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.**