

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

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: 12-31-2015

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:

Tiffany B. Kice

[Signature]

Dallas, TX

[City, State]

02-16-2016

[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: 373

Form 13F Information Table Value Total: 11,519,532

(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

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

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 INFORMATION TABLE

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE		COLUMN 5 SHRS OR SH/ PUT/ INVESTMENT			COLUMN 6 DISCRETION	COLUMN 7 OTHER MANAGER	COLUMN 8 VOTING AUTHORITY		
			(x\$1000)	PRN AMT	PRN	CALL	MANAGER			SOLE	SHARED	NONE
Abbott Labs	COM	2824100	153,603	3,420,249	SH		DFND	2,4	3,336,202	35,247	48,800	
Abbvie Inc	COM	00287Y109	6,238	105,287	SH		DFND	2,4	105,287	0	0	
Accenture Plc Ireland	CLASS A	G1151C101	4,200	40,195	SH		DFND	2	38,545	0	1,650	
Ace Limited	COM	H0023R105	164,481	1,407,625	SH		DFND	2,3,4	1,374,208	13,517	19,900	
Advance Auto Parts Inc	COM	00751Y106	3,533	23,475	SH		DFND	2	23,475	0	0	
Aetna Inc	COM	00817Y108	83,017	767,821	SH		DFND	2,4	736,508	12,618	18,695	
Agco Corp	COM	1084102	1,906	42,000	SH		DFND	2,3	42,000	0	0	
Alamo Group Inc.	COM	11311107	4,403	84,501	SH		DFND	2	84,501	0	0	
Albemarle Corp	COM	12653101	41,870	747,546	SH		DFND	2	592,796	14,164	140,586	
Alexandria Real Estate Eq Inc	COM	15271109	166,919	1,847,262	SH		DFND	2,4	1,714,812	0	132,450	
Alibaba Group Holding	SP ADR	01609W102	358	4,400	SH		DFND	4	4,400	0	0	
Allete Inc	COM	18522300	9,207	181,124	SH		DFND	2	181,124	0	0	
Allison Transmission Hldgs Inc	COM	01973R101	612	23,621	SH		DFND	2	23,621	0	0	
Alphabet Inc	CLASS C	02079K107	7,664	10,099	SH		DFND	4	10,099	0	0	
Alphabet Inc.	CLASS A	02079K305	611	785	SH		DFND	4	785	0	0	
Altria Group Inc	COM	02209S103	8,879	152,528	SH		DFND	4	152,528	0	0	
Amazon Inc	COM	23135106	1,273	1,883	SH		DFND	4	1,883	0	0	
Amc Networks Inc	CLASS A	00164V103	145,943	1,954,244	SH		DFND	2,4	1,700,532	33,742	219,970	
Amdocs Ltd	COM	G02602103	212,058	3,885,983	SH		DFND	2,4	3,467,500	68,556	349,927	
American Campus Munitities	COM	24835100	1,199	29,000	SH		DFND	2	29,000	0	0	
American Finl Group Inc Ohio C	COM	25932104	938	13,011	SH		DFND	2	13,011	0	0	
American Intl Group Inc	COM	26874784	103,162	1,664,705	SH		DFND	2,4	1,594,540	29,390	40,775	
American Tower Corp	COM	03027X100	3,577	36,900	SH		DFND	2	36,900	0	0	
American Wtr Wks Co Inc	COM	30420103	762	12,757	SH		DFND	2	12,757	0	0	
Amerisafe Inc	COM	03071H100	4,536	89,118	SH		DFND	2	89,118	0	0	
Amphenol Corp	CLASS A	32095101	5,239	100,300	SH		DFND	2	100,300	0	0	
Anadarko Pete Corp	COM	32511107	3,262	67,150	SH		DFND	2,4	67,050	0	100	

Anheuser Busch Inbev Sa/Nv	COM	03524A108	8,399	67,188	SH	DFND	4	67,188	0	0
Antero Midstream Partners Lp	LP UNIT	03673L103	8,652	379,130	SH	DFND	2	379,130	0	0
Apogee Enterprises Inc	COM	37598109	50,365	1,157,543	SH	DFND	2,4	1,046,363	23,915	87,265
Apple Inc	COM	37833100	103,534	983,605	SH	DFND	2,4	949,702	12,787	21,116
Arc Logistics Partners Lp	COM	03879N101	610	45,991	SH	DFND	2	45,991	0	0
At&T Inc	COM	00206R102	6,017	174,840	SH	DFND	2,3,4	174,740	0	100
Avago Technologies Ltd	COM	Y0486S104	4,253	29,300	SH	DFND	2	29,300	0	0
Avalonbay Cmnty Inc	COM	53484101	2,377	12,909	SH	DFND	2	12,909	0	0
Avg Technologies N V	COM	N07831105	65,176	3,250,661	SH	DFND	2,4	2,890,423	61,338	298,900
Avnet Inc	COM	53807103	11,824	275,998	SH	DFND	2	170,438	0	105,560
B/E Aerospace Inc	COM	73302101	35,027	826,705	SH	DFND	2	627,963	15,356	183,386
Ballantyne Strong Inc	COM	58516105	81	17,468	SH	DFND	2	0	0	17,468
Banco Bilbao Vizcaya Argenta	COM	05946K101	156	21,280	SH	DFND	4	21,280	0	0
Bancorpsouth Inc	COM	59692103	1,038	43,255	SH	DFND	2	43,255	0	0
Bank Amer Corp	COM	60505104	116,172	6,902,730	SH	DFND	2,4	6,613,369	95,961	193,400
Bank Of America Corp	COM	60505104	186	11,026	SH	DFND	4	11,026	0	0
Bank Of New York Mellon Corp.	COM	64058100	209	5,074	SH	DFND	4	5,074	0	0
Bankunited Inc	COM	06652K103	77,932	2,161,160	SH	DFND	2,4	1,697,744	47,046	416,370
Banner Corp	COM	06652V208	1,034	22,556	SH	DFND	2	22,556	0	0
Bard C R Inc	COM	67383109	40,478	213,671	SH	DFND	2,4	147,493	3,843	62,335
Baxalta Inc.	COM	07177M103	4,823	123,567	SH	DFND	4	123,567	0	0
Baxter International Inc.	COM	71813109	4,688	122,873	SH	DFND	4	122,873	0	0
Beacon Roofing Supply Inc	COM	73685109	1,589	38,576	SH	DFND	2,4	21,385	17,191	0
Becton Dickinson & Co	COM	75887109	203,352	1,319,697	SH	DFND	2,4	1,294,034	11,182	14,481
Berkshire Hathaway Inc	CLASS A	84670702	2,001	15,154	SH	DFND	2,4	14,966	0	188
Bershire Hills Bancorp	COM	84680107	8,620	296,133	SH	DFND	2	296,133	0	0
Block H & R	COM	93671105	11,876	356,543	SH	DFND	2	209,308	0	147,235
Boeing Co	COM	97023105	140,976	975,003	SH	DFND	2,4	952,148	10,360	12,495
Boise Cascade Co	COM	09739D100	51,924	2,033,857	SH	DFND	2,4	1,843,529	40,428	149,900
Bok Financial Corporation	COM	05561Q201	230	3,844	SH	DFND	4	3,844	0	0
Bonanza Creek Energy Inc	COM	97793103	1,324	251,149	SH	DFND	2	251,149	0	0
Booz Allen Hamilton Hldg Corp	COM	99502106	157,946	5,119,814	SH	DFND	2,4	4,541,486	84,853	493,475
Borgwarner Inc	COM	99724106	30,566	707,058	SH	DFND	2,4	436,921	10,847	259,290

Boston Properties Inc	COM	101121101	90,695	711,109	SH	DFND	2	711,109	0	0
Brandywine Rlty Tr Sh Ben Int	BEN INT	105368203	1,698	124,300	SH	DFND	2	124,300	0	0
Bristol Myers Squibb Co	COM	110122108	5,846	84,983	SH	DFND	2,3	84,983	0	0
Broadridge Finl Solutions In	COM	11133T103	18,862	351,054	SH	DFND	2,4	261,461	0	89,593
Brocade Munciations Sys Inc	COM	111621306	46,942	5,113,501	SH	DFND	2	4,180,030	81,648	851,823
Buckeye Partners Lp	LP UNIT	118230101	15,907	241,158	SH	DFND	4	241,158	0	0
Builders Firstsource Inc	COM	12008R107	573	51,730	SH	DFND	2	51,730	0	0
Cabelas Inc	COM	126804301	625	13,377	SH	DFND	2	12,927	0	450
Cable One Inc	COM	12685J105	27,317	62,991	SH	DFND	2	55,497	1,394	6,100
Callon Pete Co Del	COM	13123X102	5,698	683,200	SH	DFND	2	683,200	0	0
Camden Ppty Tr Sh Ben Int	BEN INT	133131102	1,137	14,817	SH	DFND	2	14,817	0	0
Capital One Finl Corp	COM	14040H105	56,306	780,075	SH	DFND	2,3	780,075	0	0
Cardinal Health Inc	COM	14149Y108	84,040	941,409	SH	DFND	2,4	910,855	3,789	26,765
Cardtronics Inc	COM	14161H108	80,656	2,396,915	SH	DFND	2,4	2,127,105	57,110	212,700
Cast Corp	COM	20030N101	180,910	3,205,907	SH	DFND	2,4	3,142,637	26,070	37,200
Caterpillar Inc Del	COM	149123101	1,392	20,478	SH	DFND	2,3,4	20,478	0	0
Chemical Finl Corp	COM	163731102	8,801	256,808	SH	DFND	2	256,808	0	0
Cheniere Energy	COM	16411R208	487	13,083	SH	DFND	4	13,083	0	0
Chesapeake Energy Corp	COM	165167107	11,540	2,564,524	SH	DFND	4	2,564,524	0	0
Chevron Corp	COM	166764100	79,240	880,838	SH	DFND	2,4	854,408	2,880	23,550
Church And Dwight Co Inc	COM	171340102	10,747	126,605	SH	DFND	4	126,605	0	0
Cigna Corporation	COM	125509109	75,792	517,953	SH	DFND	2,4	496,580	6,973	14,400
Cit Group Inc	COM	125581801	134,939	3,398,966	SH	DFND	2,4	2,955,448	58,128	385,390
Citigroup Inc	COM	172967424	10,120	195,563	SH	DFND	4	195,563	0	0
Clubcorp Hldgs Inc	COM	18948M108	53,728	2,940,795	SH	DFND	2	2,635,967	30,128	274,700
Coach Inc	COM	189754104	218	6,655	SH	DFND	4	6,655	0	0
Coca-Cola Pany	COM	191216100	592	13,790	SH	DFND	4	13,790	0	0
Colgate Palmolive Co	COM	194162103	91,326	1,370,857	SH	DFND	2,4	1,313,917	20,955	35,985
Columbia Bkg Sys Inc	COM	197236102	9,647	296,742	SH	DFND	2	296,742	0	0
Columbia Pipeline Group Inc	COM	198280109	4,005	200,270	SH	DFND	2	200,270	0	0
Cone Midstream Partners Lp	LP UNIT	206812109	7,488	760,165	SH	DFND	2	760,165	0	0
Conmed Corp	COM	207410101	41,254	936,515	SH	DFND	2,4	855,370	19,745	61,400
Conocophillips	COM	20825C104	269	5,752	SH	DFND	2,4	5,752	0	0
Constellation Brands Inc	CLASS A	21036P108	1,051	7,377	SH	DFND	2	7,377	0	0
Continental Bldg Prods Inc	COM	211171103	34,982	2,003,554	SH	DFND	2	1,816,453	31,840	155,261
Cooper Cos Inc	COM	216648402	68,381	509,543	SH	DFND	2	395,534	10,114	103,895

Costco Wholesale Corp.	COM	22160K105	322	1,995	SH	DFND	4	1,995	0	0
Credicorp Ltd	COM	G2519Y108	50,940	523,425	SH	DFND	2,3	378,797	0	144,628
Cubsmart	COM	229663109	735	24,000	SH	DFND	2	24,000	0	0
Curtiss Wright Corp	COM	231561101	1,019	14,877	SH	DFND	2	14,877	0	0
Cvs Health Corp.	COM	126650100	12,020	122,942	SH	DFND	2,4	122,522	0	420
Cyrusone Inc	COM	23283R100	10,459	279,287	SH	DFND	2	279,287	0	0
Darling Ingredients Inc	COM	237266101	28,417	2,701,224	SH	DFND	2	2,059,750	47,169	594,305
Davita Inc	COM	23918K108	300	4,300	SH	DFND	4	4,300	0	0
Dean Foods	COM	242370203	24,833	1,447,964	SH	DFND	2	1,264,326	32,667	150,971
Deere & Co	COM	244199105	514	6,735	SH	DFND	4	6,735	0	0
Delek Logistics Partners Lp	LP UNIT	24664T103	9,253	259,268	SH	DFND	2	259,268	0	0
Diamondrock Hospitality Co	COM	252784301	440	45,600	SH	DFND	2	45,600	0	0
Dicks Sporting Goods Inc	COM	253393102	64,943	1,837,134	SH	DFND	2	1,480,194	31,516	325,424
Dillard's Inc	COM	254067101	25,695	391,042	SH	DFND	2	299,183	6,913	84,946
Discover Financial Services	COM	254709108	8,287	154,556	SH	DFND	4	154,556	0	0
Disney Walt Co Disney	COM	254687106	518	4,925	SH	DFND	4	4,925	0	0
Dollar General	COM	256677105	10,309	143,430	SH	DFND	4	143,430	0	0
Dominion Midstream Partners, L	LP UNIT	257454108	8,693	283,513	SH	DFND	2	283,513	0	0
Douglas Emmett Inc	COM	25960P109	620	19,900	SH	DFND	2	19,900	0	0
Dr Pepper Snapple Group Inc Co	COM	261E113	16,545	177,522	SH	DFND	2,4	105,527	0	71,995
Dst Sys Inc Del	COM	233326107	78,173	685,370	SH	DFND	2	657,807	9,113	18,450
Dte Energy Co.	COM	233331107	17,353	216,397	SH	DFND	2	105,513	2,724	108,160
Dts Inc	COM	23335C101	7,178	317,874	SH	DFND	2	317,874	0	0
Du Pont E I De Nemours & Co Co	COM	263534109	917	13,779	SH	DFND	2,4	13,779	0	0
Dun & Bradstreet Corp	COM	265E104	7,009	67,438	SH	DFND	2	67,438	0	0
East West Bancorp Inc	COM	27579R104	41,105	989,042	SH	DFND	2	791,216	20,454	177,372
Ebay Inc	COM	278642103	38,519	1,401,718	SH	DFND	2,4	1,336,425	19,293	46,000
Edgewell Personal Care Co.	COM	28035Q102	34,162	435,905	SH	DFND	2	341,197	8,502	86,206
Emc Corp - Mass	COM	268648102	8,332	324,474	SH	DFND	4	324,474	0	0
Empire St Rlty Tr	REIT	292104106	1,173	64,900	SH	DFND	2	64,900	0	0
Employers Holdings Inc	COM	292218104	8,711	319,075	SH	DFND	2	319,075	0	0
Energizer Holdings Inc.	COM	29272W109	68,531	2,012,081	SH	DFND	2	1,568,957	39,315	403,809
Energy Transfer Equity L P	COM	29273V100	24,932	1,814,532	SH	DFND	2	1,813,072	0	1,460
Energy Transfer Partners Lp	LP UNIT	29273R109	26,915	797,935	SH	DFND	2,4	797,935	0	0
Enerplus Corp	COM	292766102	72	21,100	SH	DFND	4	21,100	0	0

Enersis S A Sponsored Adr	SPONSORED ADR	29274F104	8,648	711,776	SH	DFND	2,3	711,776	0	0
Enlink Midstream Llc Unit	COM	29336T100	5,857	388,107	SH	DFND	2	388,107	0	0
Enterprise Prods Partners L P	LP UNIT	293792107	123,061	4,810,845	SH	DFND	2,4	4,809,325	0	1,520
Eog Res Inc	COM	26875P101	74,815	1,056,857	SH	DFND	2,4	1,023,452	7,005	26,400
Eqt Corp	COM	26884L109	33,247	637,768	SH	DFND	2,4	611,988	11,980	13,800
Eqt Midstream Partners	LP UNIT	26885B100	29,653	392,968	SH	DFND	2	392,968	0	0
Equifax Inc	COM	294429105	59,205	531,602	SH	DFND	2	415,212	10,579	105,811
Equity Residential Sh Ben Int	COM	29476L107	1,216	14,900	SH	DFND	2	14,900	0	0
Everyday Health Inc	COM	300415106	3,058	507,968	SH	DFND	2	507,968	0	0
Express Scripts Holding Pan	COM	30219G108	3,916	44,800	SH	DFND	2	44,800	0	0
Exxon Mobil Corp	COM	30231G102	100,564	1,290,110	SH	DFND	2,3,4	1,260,239	3,041	26,830
Fedex Corp	COM	31428X106	59,414	398,784	SH	DFND	2,4	383,446	4,693	10,645
Fei Co	COM	30241L109	1,033	12,941	SH	DFND	2	12,941	0	0
First Finl Bancorp Oh	COM	320209109	29,051	1,607,677	SH	DFND	2	1,319,668	49,687	238,322
First Rep Bk San Francisco Cal	COM	33616C100	732	11,080	SH	DFND	2	11,080	0	0
Flir Sys Inc	COM	302445101	74,130	2,640,905	SH	DFND	2	2,092,223	48,518	500,164
Flowserve Corp	COM	34354P105	1,549	36,800	SH	DFND	2	36,800	0	0
Fmc Technologies Inc	COM	30249U101	359	12,370	SH	DFND	4	12,370	0	0
Fomento Economico Mexicano Sab	COM	344419106	54,017	584,917	SH	DFND	2,3	479,011	0	105,906
Foot Locker Inc	COM	344849104	2,495	38,330	SH	DFND	2	38,230	0	100
Ford Motors Co Del Par \$0.01	COM	345370860	170	12,082	SH	DFND	4	12,082	0	0
Freeport-Mcmoran Copper & Gold Inc.	COM	35671D857	115	17,000	SH	DFND	4	17,000	0	0
G & K Services	COM	361268105	880	13,992	SH	DFND	2	13,992	0	0
Generac Hldgs Inc	COM	368736104	2,463	82,748	SH	DFND	2,3	82,748	0	0
General Dynamics Corp	COM	369550108	169,104	1,231,097	SH	DFND	2,4	1,209,457	3,385	18,255
General Electric Co	COM	369604103	76,442	2,454,037	SH	DFND	2,4	2,454,037	0	0
General Mls Inc	COM	370334104	181,926	3,155,158	SH	DFND	2,4	3,103,423	21,335	30,400
General Mtrs Co	COM	37045V100	5,788	170,194	SH	DFND	2,4	170,194	0	0
Genuine Parts Co	COM	372460105	6,608	76,940	SH	DFND	2	76,675	0	265
Gilead Sciences Inc	COM	375558103	4,182	41,325	SH	DFND	2,4	40,930	0	395
Glacier Bancorp Inc	COM	37637Q105	8,748	329,750	SH	DFND	2	329,750	0	0
Global Payments Inc.	COM	37940X102	9,630	149,280	SH	DFND	4	149,280	0	0
Gorman Rupp Co	COM	383082104	4,801	179,593	SH	DFND	2	179,593	0	0
Graco Inc	COM	384109104	1,198	16,619	SH	DFND	2	16,619	0	0
Grainger W W Inc	COM	384802104	7,975	39,363	SH	DFND	2,4	37,825	1,538	0
Great Westn Bancorp Inc	COM	391416104	1,130	38,950	SH	DFND	2	38,950	0	0
Haemonetics Corp	COM	405024100	68,743	2,132,229	SH	DFND	2	1,748,291	36,824	347,114

Halliburton Pany	COM	406216101	308	9,052	SH	DFND	4	9,052	0	0
Halyard Health Inc	COM	40650V100	66,241	1,982,674	SH	DFND	2	1,482,931	38,303	461,440
Hartford Finl Svcs Group Inc	COM	416515104	203,403	4,680,245	SH	DFND	2,4	4,362,460	37,374	280,411
Hasbro Inc	COM	418056107	859	12,754	SH	DFND	2	8,954	0	3,800
Hawaiian Holdings Inc	COM	419879101	1,395	39,481	SH	DFND	2	39,481	0	0
Hcp Inc	COM	40414L109	1,882	49,200	SH	DFND	2,4	49,200	0	0
Heartland Express Inc	COM	422347104	8,120	477,065	SH	DFND	2	477,065	0	0
Helen Of Troy Corp Ltd	COM	G4388N106	50,207	532,702	SH	DFND	2	417,093	10,439	105,170
Heritage Merce Corp	COM	426927109	1,465	122,510	SH	DFND	2	122,510	0	0
Hibbett Sports, Inc	COM	428567101	4,036	133,450	SH	DFND	2	133,450	0	0
Home Bancshares Inc	COM	436893200	34,339	847,460	SH	DFND	2	670,119	16,980	160,361
Home Depot Inc	COM	437076102	107,283	811,228	SH	DFND	2,4	781,111	12,342	17,775
Honeywell International Inc	COM	438516106	215,455	2,080,275	SH	DFND	2,3,4	2,051,233	10,242	18,800
Host Hotels & Resorts Inc	COM	44107P104	657	42,818	SH	DFND	2	42,818	0	0
Hubbell Inc	CLASS B	443510607	9,284	91,882	SH	DFND	2	41,117	0	50,765
Hudson Pac Pptys	COM	444097109	1,145	40,700	SH	DFND	2	40,700	0	0
Iac Interactivecorp Par \$.	COM	44919P508	61,480	1,023,812	SH	DFND	2	782,679	20,917	220,216
Integra Lifesciences Hldgs Cp	COM	457985208	38,222	563,919	SH	DFND	2	513,444	11,467	39,008
Intel Corp	COM	458140100	12,048	349,754	SH	DFND	2,4	349,754	0	0
Intercontinental Exchange Group Inc	COM	45866F104	8,246	32,180	SH	DFND	4	32,180	0	0
International Business Machines	COM	459200101	834	6,063	SH	DFND	3,4	6,063	0	0
Intl Speedway Corp	CLASS A	460335201	8,896	263,819	SH	DFND	2	263,819	0	0
Invesco Ltd	COM	G491BT108	72,849	2,175,909	SH	DFND	2,4	2,111,573	6,986	57,350
Ishares Msci Eafe Index Fund	ETF\	464287465	921	15,687	SH	DFND	4	15,687	0	0
Ishares Msci India Etf	ETF	46429B598	50,072	1,820,792	SH	DFND	2,3	1,820,792	0	0
Ishares Msci Taiwan Etf	ETF	464286731	39,676	3,107,001	SH	DFND	2,3	3,107,001	0	0
Ishares Russell 2000	ETF	464287655	1,072	9,518	SH	DFND	4	9,518	0	0
J & J Snack Foods Corp	COM	466032109	9,365	80,273	SH	DFND	2	80,273	0	0
J2 Global Inc	COM	48123V102	109,531	1,330,545	SH	DFND	2,4	1,045,980	26,527	258,038
Jarden Corp	COM	471109108	70,230	1,229,515	SH	DFND	2	937,689	20,451	271,375
Johnson & Johnson	COM	478160104	262,204	2,552,613	SH	DFND	2,4	2,493,038	22,109	37,466
Jones Lang Lasalle Inc	COM	48020Q107	4,223	26,417	SH	DFND	2,4	26,417	0	0
Jp Morgan Chase & Co	COM	46625H100	161,423	2,444,692	SH	DFND	2,3,4	2,347,453	39,903	57,336
Kaman Corp	COM	483548103	7,092	173,787	SH	DFND	2	173,787	0	0
Kapstone Paper & Packaging Crp	COM	48562P103	68,162	3,017,358	SH	DFND	2	2,721,103	58,655	237,600

Kelly Svcs Inc	CLASS A	488152208	9,199	569,549	SH	DFND	2,4	557,828	11,721	0
Kilroy Rlty Corp	COM	49427F108	1,155	18,249	SH	DFND	2	18,249	0	0
Kimberly Clark Corp.	COM	494368103	261	2,050	SH	DFND	4	2,050	0	0
Kimco Rlty Corp	COM	49446R109	589	22,252	SH	DFND	2	22,252	0	0
Kinder Morgan Inc Del	COM	49456B101	11,327	759,166	SH	DFND	2	759,166	0	0
Kinder Morgan Inc Del Pfd Ser	PFD SER	49456B200	24,756	614,300	SH	DFND	2	531,000	0	83,300
Kirby Corporation	COM	497266106	357	6,790	SH	DFND	4	6,790	0	0
Kite Rlty Group Tr	COM	49803T300	1,657	63,900	SH	DFND	2	63,900	0	0
Knoll Inc	COM	498904200	4,431	235,665	SH	DFND	2	235,665	0	0
L Brands Inc	COM	501797104	10,328	107,785	SH	DFND	4	107,785	0	0
Landstar Sys Inc	COM	515098101	29,951	510,666	SH	DFND	2	390,159	9,232	111,275
Lazard Ltd	CLASS A	G54050102	3,704	82,300	SH	DFND	2	82,300	0	0
Lear Corp	COM	521865204	2,536	20,650	SH	DFND	2	20,500	0	150
Legacy Tex Finl Group Inc	COM	52471Y106	8,826	352,760	SH	DFND	2	352,760	0	0
Libbey Inc	COM	529898108	523	24,545	SH	DFND	2	24,545	0	0
Liberty Ppty Tr Sh Ben Int	COM	531172104	1,043	33,600	SH	DFND	2	33,600	0	0
Lithia Mtrs Inc	CLASS A	536797103	8,537	80,036	SH	DFND	2	80,036	0	0
Littelfuse Inc	COM	537008104	8,917	83,332	SH	DFND	2	83,332	0	0
Lockheed Martin Corp	COM	539830109	2,747	12,650	SH	DFND	2	12,565	0	85
Louisiana Pacific Corp	COM	546347105	11,635	646,016	SH	DFND	4	646,016	0	0
Lowes Cos Inc	COM	548661107	806	10,600	SH	DFND	2	10,600	0	0
Magellan Midstream Partners L.P.	LP UNIT	559080106	86,471	1,273,140	SH	DFND	2,4	1,272,520	0	620
Marathon Oil Corp	COM	565849106	218	17,324	SH	DFND	4	17,324	0	0
Marathon Pete Corp	COM	56585A102	41,346	797,560	SH	DFND	2,4	767,274	10,286	20,000
Marcus Corp	COM	566330106	6,955	366,652	SH	DFND	2	366,652	0	0
Markel Corp	COM	570535104	1,041	1,178	SH	DFND	2	1,178	0	0
Matador Resources Co	COM	576485205	1,884	95,300	SH	DFND	4	95,300	0	0
Matrix Svc Co	COM	576853105	4,276	208,177	SH	DFND	2	208,177	0	0
Mattel Inc	COM	577081102	43,566	1,603,469	SH	DFND	2	1,272,723	32,046	298,700
Mccormick & Co Inc Non Vtg	COM	579780206	87,064	1,017,578	SH	DFND	2,4	973,439	14,059	30,080
Mckesson Corp	COM	58155Q103	12,328	62,506	SH	DFND	2,4	62,406	0	100
Mead Johnson Nutrition Pany	COM	582839106	17,253	218,530	SH	DFND	2	134,405	0	84,125
Memorial Resource Dev Corp	COM	58605Q109	35,569	2,202,415	SH	DFND	2	1,735,139	35,326	431,950
Methanex Corp	COM	59151K108	792	24,000	SH	DFND	4	24,000	0	0
Metlife Inc	COM	59156R108	71,756	1,488,416	SH	DFND	2,3,4	1,488,416	0	0
Microsoft Corp	COM	594918104	71,061	1,280,847	SH	DFND	2,3,4	1,280,272	0	575
Mid-Amer Apt Cmnty Inc	COM	59522J103	1,353	14,900	SH	DFND	2	14,900	0	0

Miller Herman Inc	COM	600544100	58,745	2,046,848	SH	DFND	2,4	1,818,725	42,923	185,200
Minerals Technologies Inc	COM	603158106	662	14,431	SH	DFND	2	14,431	0	0
Mks Instrument Inc	COM	55306N104	4,917	136,594	SH	DFND	2	136,594	0	0
Mohawk Inds Inc	COM	608190104	21,044	111,116	SH	DFND	2	62,736	0	48,380
Mondelez Intl Inc	CLASS A	609207105	5,219	116,412	SH	DFND	2,3,4	116,412	0	0
Moodys Corp	COM	615369105	8,943	89,126	SH	DFND	2,3	89,126	0	0
Morgan Stanley	COM	617446448	7,906	248,558	SH	DFND	4	248,558	0	0
Mplx Lp Unit Rep Ltd	COM	55336V100	27,357	695,563	SH	DFND	2	695,563	0	0
National Retail Ppty Inc	COM	637417106	1,435	35,822	SH	DFND	2,3	35,822	0	0
Nautilus Inc	COM	63910B102	939	56,156	SH	DFND	2	56,156	0	0
Netapp Inc	COM	64110D104	20,526	773,706	SH	DFND	2,4	453,499	17,947	302,260
Netease Inc Sponsored Adr	SPONSORED ADR	64110W102	35,929	198,242	SH	DFND	2	163,852	0	34,390
New Jersey Resources Corp.	COM	646025106	264	8,010	SH	DFND	4	8,010	0	0
Newfield Exploration Co.	COM	651290108	3,155	96,921	SH	DFND	4	96,921	0	0
Nextera Energy Inc	COM	65339F101	138,879	1,336,790	SH	DFND	2,4	1,304,555	10,435	21,800
Nike Inc	CLASS B	654106103	551	8,810	SH	DFND	4	8,810	0	0
Northwestern Corp	COM	668074305	8,642	159,303	SH	DFND	2	159,303	0	0
Occidental Pete Corp Del	COM	674599105	46,651	689,998	SH	DFND	2	689,898	0	100
Omni Group Inc	COM	681919106	5,402	71,397	SH	DFND	2,3	71,397	0	0
Omnicell Inc	COM	68213N109	9,423	303,171	SH	DFND	2	303,171	0	0
On Semiconductor Corp	COM	682189105	52,370	5,343,851	SH	DFND	2	4,162,635	99,855	1,081,361
Opus Bk Irvine Calif	COM	684000102	34,683	938,134	SH	DFND	2	850,989	15,645	71,500
Osi Systems Inc	COM	671044105	14,781	166,718	SH	DFND	2,4	163,939	2,779	0
Oxford Industries	COM	691497309	8,908	139,584	SH	DFND	2	139,584	0	0
Parker Hannifin Corp	COM	701094104	1,747	18,015	SH	DFND	2	14,415	0	3,600
Patrick Inds Inc	COM	703343103	375	8,622	SH	DFND	2	8,622	0	0
Patterson Panies	COM	703395103	70,796	1,565,941	SH	DFND	2	1,220,678	30,367	314,896
Paypal Holdings Inc	COM	70450Y103	42,037	1,161,235	SH	DFND	2,4	1,104,560	19,175	37,500
Pdc Energy Inc	COM	69327R101	43,766	819,898	SH	DFND	2,4	669,154	21,504	129,240
Pepsico Inc	COM	713448108	173,289	1,734,277	SH	DFND	2,4	1,713,071	9,471	11,735
Perkinelmer Inc	COM	714046109	39,101	729,899	SH	DFND	2	574,055	14,014	141,830
Pfizer Corp.	COM	717081103	11,785	365,062	SH	DFND	2,4	365,062	0	0
Philip Morris Intl Inc	COM	718172109	399	4,539	SH	DFND	4	4,539	0	0
Phillips 66 Partners Lp Un	COM	718549207	10,141	165,155	SH	DFND	2	165,155	0	0
Pinnacle Finl Partners Inc	COM	72346Q104	889	17,305	SH	DFND	2	17,305	0	0
Pitney-Bowes Inc.	COM	724479100	110,565	5,354,227	SH	DFND	2,4	4,269,431	97,615	987,181
Plains All Amer Pipeline L P	COM	726503105	15,746	681,662	SH	DFND	2	680,602	0	1,060

Platform Specialty Prods Corp	COM	72766Q105	739	57,611	SH	DFND	2	57,611	0	0
Plum Creek Timber Co Inc	COM	729251108	654	13,700	SH	DFND	2	13,700	0	0
Pnc Financial Services Group, Inc.	COM	693475105	8,581	90,035	SH	DFND	4	90,035	0	0
Polyone Corp	COM	73179P106	75,474	2,376,389	SH	DFND	2,4	1,890,891	43,655	441,843
Potlatch Corp	COM	737630103	48,845	1,615,260	SH	DFND	2	1,388,893	0	226,367
Powershares India Etf Tr India	ETF	73935L100	14,068	720,696	SH	DFND	2,3	720,696	0	0
Precision Castparts Corp	COM	740189105	371	1,600	SH	DFND	2	0	0	1,600
Premier Inc	CLASS A	74051N102	60,463	1,714,283	SH	DFND	2	1,281,758	34,800	397,725
Price T Rowe Group Inc	COM	74144T108	4,462	62,418	SH	DFND	2,3	62,418	0	0
Primerica Inc	COM	74164M108	1,090	23,081	SH	DFND	2	23,081	0	0
Privatebancorp Inc	COM	742962103	65,886	1,606,185	SH	DFND	2	1,297,985	36,001	272,199
Procter & Gamble Co	COM	742718109	439	5,529	SH	DFND	2,4	5,529	0	0
Prologis Inc	COM	74340W103	1,168	27,223	SH	DFND	2	27,223	0	0
Ps Business Pks Inc Calif	COM	69360J107	57,195	654,180	SH	DFND	2	602,485	0	51,695
Public Storage	COM	74460D109	2,663	10,750	SH	DFND	2	10,750	0	0
Qualm Inc	COM	747525103	5,416	108,348	SH	DFND	2,4	103,400	4,948	0
Randgold Res Ltd Adr	LTD ADR	752344309	3,124	50,440	SH	DFND	2,3	50,440	0	0
Raymond James Financial Inc Co	COM	754730109	730	12,599	SH	DFND	2	12,599	0	0
Raytheon Co	COM	755111507	102,992	827,044	SH	DFND	2,3,4	817,982	4,262	4,800
Regency Ctrs Corp	COM	758849103	3,624	53,200	SH	DFND	2	53,200	0	0
Rent A Ctr Inc	COM	76009N100	3,750	250,522	SH	DFND	2	250,522	0	0
Republic Svcs Inc	COM	760759100	241	5,472	SH	DFND	2	5,472	0	0
Rsp Permian Inc	COM	74978Q105	51,087	2,094,600	SH	DFND	2,4	1,741,756	43,014	309,830
Rush Enterprises	COM	781846209	4,484	204,845	SH	DFND	2	204,845	0	0
Safety Ins Group Inc	COM	78648T100	4,554	80,776	SH	DFND	2	80,776	0	0
Schlumberger Ltd	COM	806857108	34,575	495,704	SH	DFND	2,4	475,005	6,799	13,900
Schulman A Inc	COM	808194104	8,710	284,256	SH	DFND	2	284,256	0	0
Semgroup Corp	COM	81663A105	4,863	168,489	SH	DFND	2	167,839	0	650
Sempra Energy	COM	816851109	2,658	28,275	SH	DFND	2	28,025	0	250
Sensient Technologies Corp	COM	81725T100	960	15,277	SH	DFND	2	15,277	0	0
Sherwin Williams Co	COM	824348106	85,390	328,929	SH	DFND	2,4	315,373	5,556	8,000
Simon Ppty Group Inc	COM	828806109	96,738	497,518	SH	DFND	2,4	484,418	0	13,100
Skyworks Solutions Inc	COM	83088M102	936	12,184	SH	DFND	2,4	12,184	0	0
Smith A O	COM	831865209	3,853	50,300	SH	DFND	2	50,300	0	0
Smucker J M	COM	832696405	117,399	951,834	SH	DFND	2,4	827,396	15,318	109,120
South St Corp	COM	840441109	1,106	15,367	SH	DFND	2	15,367	0	0
Southern Co	COM	842587107	59,381	1,269,100	SH	DFND	2	1,269,100	0	0

Sovran Self Storage Inc	COM	84610H108	1,277	11,900	SH	DFND	2	11,900	0	0
Spdr S&P 500 Etf Tr Tr Unit	ETF TR TR UNIT	78462F103	6,249	30,650	SH	DFND	2	30,650	0	0
Spectra Energy Corp	COM	847560109	31,400	1,311,600	SH	DFND	2	1,311,600	0	0
Spectra Energy Partners Lp	COM	84756N109	14,486	303,685	SH	DFND	2	303,685	0	0
Stag Indl Inc	COM	85254J102	35,415	1,919,497	SH	DFND	2	1,776,938	0	142,559
Standex Intl Corp	COM	854231107	542	6,524	SH	DFND	2	6,524	0	0
Stanley Black & Decker Inc	COM	854502101	6,258	58,632	SH	DFND	2,3	58,632	0	0
Summit Hotel Pptys Inc	COM	866082100	10,574	884,850	SH	DFND	2	884,850	0	0
Summit Midstream Partners Lp	LP UNIT	866142102	9,089	485,250	SH	DFND	2	485,250	0	0
Sunoco Logistics Partners Lp	LP UNIT	86764L108	14,019	545,470	SH	DFND	2	545,470	0	0
Svb Finl Group	COM	78486Q101	3,435	28,886	SH	DFND	2	28,886	0	0
Synergy Res Corp	COM	87164P103	8,574	1,006,326	SH	DFND	2	1,006,326	0	0
Tanger Factory Outlets	COM	875465106	1,638	50,100	SH	DFND	2	50,100	0	0
Targa Res Corp	COM	87612G101	4,087	151,027	SH	DFND	2,4	151,027	0	0
Tc Pipelines Lp	LP UNIT	87233Q108	8,658	174,164	SH	DFND	2	174,164	0	0
Te Connectivity Ltd	COM	H84989104	3,683	57,000	SH	DFND	2	57,000	0	0
Teleflex Inc	COM	879369106	97,568	742,245	SH	DFND	2	586,839	14,824	140,582
Tenaris S A Sponsored Adr	SPONSORED ADR	88031M109	35,873	1,507,252	SH	DFND	2,3	1,235,440	0	271,812
Terreno Rlty Corp	COM	88146M101	10,539	465,897	SH	DFND	2	465,897	0	0
Tesoro Logistics Lp Unit L	COM	88160T107	40,966	814,113	SH	DFND	2	814,113	0	0
Texas Instrs Inc	COM	882508104	83,709	1,527,253	SH	DFND	2,4	1,462,453	21,050	43,750
Textron Inc	COM	883203101	6,647	158,230	SH	DFND	2	157,955	0	275
Thor Inds Inc	COM	885160101	2,614	46,550	SH	DFND	2	46,200	0	350
Time Inc	COM	887228104	75,179	4,797,638	SH	DFND	2,4	3,880,037	96,024	821,577
Time Warner Inc	COM	887317303	124,896	1,931,283	SH	DFND	2,4	1,902,533	0	28,750
Tjx Cos Inc	COM	872540109	3,814	53,790	SH	DFND	2,4	53,325	0	465
Trex Co Inc	COM	89531P105	43,589	1,145,882	SH	DFND	2,4	1,050,724	24,858	70,300
Trueblue Inc	COM	89785X101	40,162	1,559,081	SH	DFND	2	1,399,153	32,053	127,875
Twenty First Centy Fox Inc	CLASS A	90130A101	8,605	316,811	SH	DFND	2,4	305,500	11,311	0
Ubs Group Ag Chf0.1	COM	H42097107	5,543	284,253	SH	DFND	2,3	284,253	0	0
Union Pac Corp	COM	907818108	83,108	1,062,757	SH	DFND	2,4	1,023,097	14,740	24,920
United Technologies Corp	COM	913017109	64,608	672,507	SH	DFND	2	654,064	2,343	16,100
Unitedhealth Group Inc	COM	91324P102	4,236	36,010	SH	DFND	2	35,615	0	395
Us Bancorp	COM	902973304	120,119	2,815,066	SH	DFND	2,4	2,806,189	8,877	0
V F Corp	COM	918204108	73,081	1,174,002	SH	DFND	2,4	1,137,841	3,861	32,300
Vale S A Adr	ADR	9191E109	3,175	965,168	SH	DFND	2,3	807,396	0	157,772

Valero Energy Partners Lp	COM	91914J102	13,807	267,523	SH	DFND	2	267,523	0	0
Ventas Inc	COM	92276F100	2,447	43,371	SH	DFND	2	43,371	0	0
Verizon Munciations Inc	COM	92343V104	79,101	1,711,417	SH	DFND	2,3,4	1,654,111	9,506	47,800
Vornado Rlty Tr Sh Ben Int	COM	929042109	1,161	11,615	SH	DFND	2	11,615	0	0
Vtti Energy Partners Lp Un	COM	Y9384M101	8,910	429,800	SH	DFND	2	429,800	0	0
Wabtec Corp	COM	929740108	1,132	15,922	SH	DFND	2	15,922	0	0
Wal-Mart Stores Inc	COM	931142103	383	6,250	SH	DFND	2	6,250	0	0
Washington Real Estate Invt Tr	REIT	939653101	601	22,200	SH	DFND	2	22,200	0	0
Watts Water Technologies	COM	942749102	6,557	132,009	SH	DFND	2	91,033	22,595	18,381
Wec Energy Group, Inc	COM	92939U106	90,386	1,761,555	SH	DFND	2,4	1,603,510	22,695	135,350
Wells Fargo & Co	COM	949746101	200,547	3,689,236	SH	DFND	2,4	3,576,369	41,927	70,940
Wesbanco Inc	COM	950810101	201	6,700	SH	DFND	2	6,700	0	0
Western Alliance Bancorp	COM	957638109	1,478	41,207	SH	DFND	2	41,207	0	0
Western Digital Corp	COM	958102105	5,423	90,300	SH	DFND	2,4	90,300	0	0
Western Gas Partners Lp Un	COM	958254104	60,678	1,276,629	SH	DFND	2	1,276,629	0	0
Westrock Co	COM	96145D105	18,085	396,434	SH	DFND	2,4	222,730	7,344	166,360
Weyerhaeuser Co	COM	962166104	1,181	39,400	SH	DFND	2	39,400	0	0
Williams Cos Inc Del	COM	969457100	5,089	198,025	SH	DFND	2,3	198,025	0	0
Williams Partners L P	COM	96949L105	42,149	1,513,416	SH	DFND	2,4	1,513,416	0	0
Wintrust Finl Corp	COM	97650W108	72,546	1,495,173	SH	DFND	2	1,228,279	28,847	238,047
Woodward Inc	COM	980745103	74,636	1,502,946	SH	DFND	2,4	1,175,305	28,414	299,227
World Pt Terms Lp Unit Rep Ltd	LP UNIT	98159G107	5,987	446,828	SH	DFND	2	446,828	0	0
Zions Bancorporation	COM	989701	34,190	1,252,375	SH	DFND	2	979,505	23,750	249,120