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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: 03-31-2014

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: WILLIAM R. HARDCASTLE, JR.

Title: CHIEF FINANCIAL OFFICER

Phone: 214-756-6900

Signature, Place, and Date of Signing:

/S/ WILLIAM R. HARDCASTLE, JR. DALLAS, TX 05-14-2014

[Signature]

[City, State]

[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: 306

Form 13F Information Table Value Total: 12,996,272

(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	28-5046	WESTWOOD MANAGEMENT CORP.
3		WESTWOOD INTERNATIONAL ADVISORS INC.

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
FORM 13F

OMB APPROVAL	
OMB Number:	3235-0006
Expires:	July 31, 2015
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FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8			
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGER	SOLE	SHARED	NONE
ABBOTT LABS	COM	002824100	144,915	3,763,051	SH	DFND	2	3,267,701	32,451	462,899
ABBVIE INC.	COM	00287Y109	499	9,700	SH	DFND	2	9,700	0	0
ACCENTURE PLC IRELAND SHS	SHS CLASS A	G1151C101	145,832	1,829,308	SH	DFND	2	1,601,215	12,271	215,822
ACCESS MIDSTREAM PARTNERS L.P.	UNIT	00434L109	44,630	775,504	SH	DFND	2	775,504	0	0
ACE LTD	SHS	H0023R105	7,878	79,532	SH	DFND	2,3	79,532	0	0
ADVANCE AUTO PARTS INC	COM	00751Y106	201,312	1,591,398	SH	DFND	2	1,284,622	23,807	282,969
AGCO CORP	COM	001084102	4,346	78,785	SH	DFND	2,3	78,785	0	0
AGRIUM INC	COM	008916108	1,431	14,659	SH	DFND	2,3	14,659	0	0
ALEXANDRIA REAL ESTATE EQ INC	COM	015271109	128,734	1,774,170	SH	DFND	2	1,623,350	0	150,820
ALLETE INC	COM NEW	018522300	6,919	132,000	SH	DFND	2	132,000	0	0
ALLIANCE HOLDINGS GP LP	COM UNITS LP	01861G100	9,601	154,560	SH	DFND	2	154,560	0	0
ALTERA CORP COM	COM	021441100	17,183	474,205	SH	DFND	2	200,905	0	273,300
AMC NETWORKS INC	CL A	00164v103	201,902	2,762,755	SH	DFND	2	2,227,437	43,433	491,885
AMDOCS LTD	ORD	G02602103	292,594	6,297,751	SH	DFND	2	5,179,808	94,407	1,023,536
AMERICAN CAMPUS COMMUNITIES	COM	024835100	1,154	30,900	SH	DFND	2	30,900	0	0
AMERICAN INTL GROUP INC	COM NEW	026874784	125,806	2,515,620	SH	DFND	2	2,118,102	32,280	365,238
AMERICAN TOWER CORP NEW	COM	03027X100	3,258	39,800	SH	DFND	2	39,800	0	0
AMERISAFE INC	COM	03071H100	3,809	86,753	SH	DFND	2	86,753	0	0
AMPHENOL CORP NEW	CL A	032095101	11,793	128,674	SH	DFND	2	79,535	0	49,139
ANADARKO PETE CORP	COM	032511107	10,385	122,526	SH	DFND	2	118,050	4,376	100
APOGEE ENTERPRISES INC	COM	037598109	50,596	1,522,603	SH	DFND	2	1,347,181	34,442	140,980
APPLE INC COM	COM	037833100	128,782	239,935	SH	DFND	2	203,970	3,025	32,940
ARC LOGISTICS PARTNERS LP	COM UT REP LPN	03879N101	4,688	221,100	SH	DFND	2	221,100	0	0
ARCTIC CAT INC	COM	039670104	3,493	73,099	SH	DFND	2	73,099	0	0

AT&T INC	COM	00206R102	180,736	5,153,573	SH	DFND	2,3	4,584,676	39,165	529,732
AVAGO TECHNOLOGIES LTD	COM	Y0486S104	16,967	263,422	SH	DFND	2	150,085	0	113,337
AVALONBAY CMNTYS INC	COM	053484101	1,687	12,846	SH	DFND	2	12,846	0	0
AVG TECHNOLOGIES N V	SHS	N07831105	80,818	3,855,803	SH	DFND	2	3,329,326	77,652	448,825
AXIS CAPITAL HOLDINGS LTD	SHS	G0692U109	2,705	59,000	SH	DFND	2	59,000	0	0
B/E AEROSPACE, INC	COM	073302101	87,542	1,008,659	SH	DFND	2	777,001	22,097	209,561
BANCFIRST CORP	COM	05945F103	3,252	57,423	SH	DFND	2	57,423	0	0
BANK OF AMERICA CORPORATION	COM	060505104	159,502	9,273,364	SH	DFND	2	7,637,024	104,217	1,532,123
BANKUNITED INC	COM	06652K103	92,422	2,658,108	SH	DFND	2	2,069,843	57,020	531,245
BARD C R INC	COM	067383109	4,780	32,300	SH	DFND	2	32,300	0	0
BBCN BANCORP INC	COM	073295107	6,708	391,345	SH	DFND	2	391,345	0	0
BEACON ROOFING SUPPLY, INC.	COM	073685109	3,448	89,195	SH	DFND	2	89,195	0	0
BECTON DICKINSON & CO	COM	075887109	120,456	1,028,832	SH	DFND	2	857,456	12,851	158,525
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	2,230	17,842	SH	DFND	2	15,923	0	1,919
BOEING CO	COM	097023105	92,903	740,321	SH	DFND	2	677,109	0	63,212
BOISE CASCADE CO DEL	COM	09739D100	65,115	2,273,568	SH	DFND	2	2,012,910	51,663	208,995
BONANZA CREEK ENERGY INC	COM	097793103	43,728	984,862	SH	DFND	2	869,682	20,965	94,215
BORGWARNER INC	COM	099724106	30,028	488,495	SH	DFND	2	332,156	7,939	148,400
BOSTON PROPERTIES INC	COM	101121101	2,863	25,000	SH	DFND	2	25,000	0	0
BRANDYWINE REALTY TRUST	SH BEN INT NEW	105368203	548	37,900	SH	DFND	2	37,900	0	0
BRISTOL MYERS SQUIBB CO	COM	110122108	3,511	67,576	SH	DFND	2,3	67,576	0	0
BROADRIDGE FINANCIAL SOLUTIONS	COM	11133t103	81,514	2,194,770	SH	DFND	2	1,706,239	47,231	441,300
CA INC	COM	12673P105	6,968	224,928	SH	DFND	2	91,900	0	133,028
CABELAS INC	COM	126804301	2,650	40,450	SH	DFND	2	40,000	0	450
CACI INTL INC	CL A	127190304	3,114	42,201	SH	DFND	2	42,201	0	0
CAMDEN PPTY TR	SH BEN INT	133131102	1,129	16,767	SH	DFND	2	16,767	0	0
CAMERON INTERNATIONAL CORP	COM	13342B105	3,961	64,128	SH	DFND	2,3	64,128	0	0
CANADIAN NATIONAL RALWAY COMPA	COM	136375102	2,901	51,600	SH	DFND	2	51,600	0	0
CAPITAL ONE FINL CORP	COM	14040H105	127,281	1,649,572	SH	DFND	2,3	1,384,417	20,777	244,378
CAREFUSION CORP	COM	14170T101	98,020	2,437,105	SH	DFND	2	1,876,377	49,653	511,075
CATERPILLAR INC DEL	COM	149123101	3,825	38,497	SH	DFND	2,3	38,497	0	0
CBL & ASSOC PPTYS INC	COM	124830100	1,473	83,000	SH	DFND	2	83,000	0	0

CHEMICAL FINL CORP	COM	163731102	6,797	209,472	SH	DFND	2	209,472	0	0
CHEVRON CORP NEW	COM	166764100	143,631	1,207,901	SH	DFND	2	1,049,874	7,944	150,083
CIGNA CORPORATION COM	COM	125509109	26,733	319,275	SH	DFND	2	266,475	0	52,800
CIT GROUP INC	COM NEW	125581801	110,972	2,263,813	SH	DFND	2	1,885,683	28,049	350,081
CLOUD PEAK ENERGY INC COM	COM	18911Q102	26,745	1,265,136	SH	DFND	2	1,097,794	0	167,342
COHERENT INC	COM	192479103	4,765	72,920	SH	DFND	2	72,920	0	0
COLFAX CORP COM	COM	194014106	90,652	1,270,879	SH	DFND	2	991,379	26,952	252,548
COLGATE PALMOLIVE CO	COM	194162103	119,775	1,846,395	SH	DFND	2	1,542,670	20,924	282,801
COLUMBIA BKG SYS INC	COM	197236102	6,911	242,308	SH	DFND	2	242,308	0	0
COMCAST CORP NEW	CL A	20030N101	162,864	3,254,675	SH	DFND	2	2,884,837	28,779	341,059
COMERICA INC	COM	200340107	45,841	884,968	SH	DFND	2	685,324	17,244	182,400
COMPASS MINERALS INTL INC	COM	20451N101	400	4,850	SH	DFND	2	4,850	0	0
CONOCOPHILLIPS	COM	20825C104	355	5,050	SH	DFND	2	5,050	0	0
CONSOL ENERGY INC	COM	20854P109	54,697	1,369,126	SH	DFND	2	1,125,311	25,510	218,305
CONTANGO OIL & GAS COMPANY	COM	21075N204	3,638	76,194	SH	DFND	2	76,194	0	0
CONTINENTAL BUILDING PRODUCT	COM	211171103	3,015	160,014	SH	DFND	2	160,014	0	0
CORESITE RLTY CORP	COM	21870Q105	3,739	120,618	SH	DFND	2	120,618	0	0
COVIDIEN PLC	SHS	G2554F113	171,085	2,322,640	SH	DFND	2	2,044,237	20,643	257,760
CREDICORP LTD	COM	G2519Y108	29,830	216,287	SH	DFND	2,3	192,539	0	23,748
CRESTWOOD MIDSTREAM PARTNERS	UNIT LTD PARTNER	226378107	35,054	1,555,197	SH	DFND	2	1,555,197	0	0
CUBESMART	COM	229663109	3,902	227,378	SH	DFND	2	227,378	0	0
CYRUSONE INC	COM	23283R100	7,256	348,367	SH	DFND	2	348,367	0	0
DELEK LOGISTICS PARTNERS LP	UNT RP INT	24664T103	9,021	270,908	SH	DFND	2	270,908	0	0
DENTSPLY INTL INC NEW	COM	249030107	2,629	57,100	SH	DFND	2	57,100	0	0
DIAMONDROCK HOSPITALITY CO	COM	252784301	34,095	2,901,701	SH	DFND	2	2,551,801	0	349,900
DIGITAL RLTY TR INC	COM	253868103	1,088	20,500	SH	DFND	2	20,500	0	0
DOUGLAS EMMETT INC	COM	25960P109	584	21,500	SH	DFND	2	21,500	0	0
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	20,824	382,365	SH	DFND	2	194,765	0	187,600
DTS INC	COM	23335c101	6,280	317,816	SH	DFND	2	317,816	0	0
DU PONT E I DE NEMOURS & CO	COM	263534109	36,561	544,870	SH	DFND	2	544,870	0	0
DUN & BRADSTREET CORP DEL NEW	COM	26483E100	7,312	73,598	SH	DFND	2,3	73,598	0	0
EAST WEST BANCORP INC	COM	27579R104	47,092	1,290,183	SH	DFND	2	1,010,686	27,950	251,547

EATON VANCE CORP	COM NON VTG	278265103	2,942	77,100	SH	DFND	2	77,100	0	0
EMERSON ELEC CO	COM	291011104	374	5,605	SH	DFND	2	5,605	0	0
EMPLOYERS HOLDINGS INC	COM	292218104	16,653	823,208	SH	DFND	2	806,046	17,162	0
ENERGIZER HOLDINGS INC	COM	29266r108	74,031	734,873	SH	DFND	2	591,866	16,367	126,640
ENERGY TRANSFER EQUITY L P	COM UT LTD PTN	29273V100	40,533	867,014	SH	DFND	2	867,014	0	0
ENERGY TRANSFER PRTNRS L P	UNIT LTD PARTN	29273R109	20,219	375,879	SH	DFND	2	375,879	0	0
ENERSIS S A SPONSORED ADR	SPONSORED ADR	29274F104	10,427	671,441	SH	DFND	2,3	671,441	0	0
ENLINK MIDSTREAM LLC	COM UNIT REP LTD	29336t100	9,014	265,592	SH	DFND	2	265,592	0	0
ENTERPRISE PRODS PARTNERS L P	COM	293792107	101,019	1,456,450	SH	DFND	2	1,456,450	0	0
EOG RES INC	COM	26875P101	134,558	685,921	SH	DFND	2	568,896	14,578	102,447
EQT CORP	COM	26884L109	81,880	844,379	SH	DFND	2	647,113	11,370	185,896
EQT MIDSTREAM PARTNERS LP	UNIT LTD PARTN	26885B100	17,624	250,584	SH	DFND	2	250,584	0	0
EQUIFAX INC.	COM	294429105	149,075	2,191,317	SH	DFND	2	1,735,496	41,831	413,990
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1,090	18,800	SH	DFND	2	18,800	0	0
EXPRESS SCRIPTS HLDG CO	COM	30219G108	121,578	1,619,100	SH	DFND	2	1,368,956	15,235	234,909
EXXON MOBIL CORP	COM	30231G102	152,330	1,559,483	SH	DFND	2,3	1,359,290	10,949	189,244
FAMILY DLR STORES INC	COM	307000109	46,738	805,691	SH	DFND	2	660,954	16,512	128,225
FEDEX CORP COM	COM	31428X106	74,126	559,189	SH	DFND	2	459,211	5,890	94,088
FIRST FINL BANCORP OH	COM	320209109	60,453	3,362,223	SH	DFND	2	2,875,289	71,327	415,607
FLIR SYS INC	COM	302445101	89,666	2,490,723	SH	DFND	2	1,898,225	53,763	538,735
FLOWSERVE CORP	COM	34354P105	7,176	91,600	SH	DFND	2	91,515	0	85
FOMENTO ECONOMICO MEXICANO SAB	SPON ADR UNITS	344419106	27,234	292,080	SH	DFND	2,3	259,575	0	32,505
FOSTER WHEELER AG	COM	H27178104	47,113	1,453,212	SH	DFND	2	1,061,112	40,256	351,844
FRANKLIN RES INC	COM	354613101	9,293	171,520	SH	DFND	2	160,810	0	10,710
FREEPORT- MCMORAN COPPER & GOLD	COM	35671D857	3,333	100,781	SH	DFND	2,3	100,781	0	0
GARMIN LTD	SHS	H2906T109	94,233	1,705,280	SH	DFND	2	1,269,025	18,032	418,223
GENERAC HOLDINGS INC	COM	368736104	3,888	65,940	SH	DFND	2,3	65,940	0	0
GENERAL DYNAMICS CORP	COM	369550108	108,529	996,409	SH	DFND	2	840,374	10,067	145,968
GENERAL ELECTRIC CO	COM	369604103	173,904	6,717,032	SH	DFND	2	6,027,276	37,558	652,198
GENERAL MLS INC	COM	370334104	163,738	3,159,758	SH	DFND	2	2,872,389	21,133	266,236
GENERAL MTRS CO	COM	37045V100	11,980	348,049	SH	DFND	2	337,080	9,119	1,850
GENUINE PARTS CO	COM	372460105	452	5,200	SH	DFND	2	5,200	0	0

GILBRALTAR INDUSTRIES INC	COM	374689107	8,246	436,980	SH	DFND	2	436,980	0	0
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	107,086	2,004,231	SH	DFND	2	1,651,848	26,835	325,548
GORMAN-RUPP CO	COM	383082104	6,825	214,699	SH	DFND	2	214,699	0	0
GRAINGER W W INC	COM	384802104	10,062	39,825	SH	DFND	2	39,525	0	300
HARTFORD FINL SVCS GROUP INC	COM	416515104	166,179	4,711,628	SH	DFND	2	3,925,659	44,059	741,910
HASBRO INC	COM	418056107	809	14,554	SH	DFND	2	8,954	0	5,600
HCC INS HLDGS INC	COM	404132102	38,901	855,159	SH	DFND	2	663,049	17,510	174,600
HCP INC	COM	40414L109	2,843	73,300	SH	DFND	2	73,300	0	0
HEARTLAND EXPRESS INC	COM	422347104	6,982	307,715	SH	DFND	2	307,715	0	0
HEARTLAND PMT SYS INC	COM	42235N108	4,923	118,771	SH	DFND	2	118,771	0	0
HENRY JACK & ASSOC INC	COM	426281101	40,783	731,402	SH	DFND	2	561,398	15,719	154,285
HERSHEY CO	COM	427866108	2,276	21,800	SH	DFND	2	21,400	0	400
HONEYWELL INTL INC	COM	438516106	123,825	1,334,902	SH	DFND	2,3	1,127,347	12,457	195,098
HOSPIRA INC COM	COM	441060100	71,989	1,664,488	SH	DFND	2	1,291,802	34,871	337,815
HOST HOTELS & RESORTS INC	COM	44107P104	840	41,518	SH	DFND	2	41,518	0	0
HUBBELL INC	CL B	443510201	61,481	512,894	SH	DFND	2	394,441	10,528	107,925
HUDSON PAC PPTYS INC	COM	444097109	565	24,500	SH	DFND	2	24,500	0	0
HURCO COMPANIES INC	COM	447324104	2,857	107,076	SH	DFND	2	107,076	0	0
HYSTER YALE MATLS HANDLING	CL A	449172105	3,513	36,033	SH	DFND	2	36,033	0	0
INLAND REAL ESTATE CORP	COM NEW	457461200	36,626	3,471,641	SH	DFND	2	3,070,155	0	401,486
INTERACTIVE CORP	COM	44919p508	163,602	2,291,666	SH	DFND	2	1,818,593	38,772	434,301
INTERNATIONAL BUSINESS MACHS	COM	459200101	4,317	22,428	SH	DFND	2,3	22,428	0	0
INVESCO LTD	SHS	G491BT108	19,534	527,925	SH	DFND	2	453,525	0	74,400
ISHARES INC MSCI ITALY CAPPED	MSCI ITALCPD ETF	464286855	1,481	83,630	SH	DFND	2,3	83,630	0	0
J & J SNACK FOODS CORP	COM	466032109	3,695	38,504	SH	DFND	2	38,504	0	0
J2 GLOBAL INC	COM	48123V102	91,142	1,821,017	SH	DFND	2	1,447,434	32,420	341,163
JOHNSON & JOHNSON	COM	478160104	256,604	2,612,287	SH	DFND	2	2,303,331	20,352	288,604
JPMORGAN CHASE & CO	COM	46625H100	196,319	3,233,717	SH	DFND	2,3	2,741,893	35,645	456,179
KAMAN CORP	COM	483548103	3,304	81,221	SH	DFND	2	81,221	0	0
KAPSTONE PAPER & PACKAGING C	COM	48562p103	7,186	249,162	SH	DFND	2	249,162	0	0
KELLY SVCS INC	CL A	488152208	6,603	278,245	SH	DFND	2	278,245	0	0
KILROY RLTY CORP	COM	49427F108	574	9,800	SH	DFND	2	9,800	0	0
KIMCO RLTY CORP	COM	49446R109	828	37,852	SH	DFND	2	37,852	0	0

KINDER MORGAN ENERGY PARTNERS	UT LTD PARTNER	494550106	15,744	212,901	SH	DFND	2,3	212,901	0	0
KINDER MORGAN INC DEL	COM	49456B101	59,331	1,826,130	SH	DFND	2	1,826,130	0	0
KNOLL INC	COM NEW	498904200	18,268	1,004,278	SH	DFND	2	894,276	18,433	91,569
KONINKLIJKE PHILIP	COM	500472303	851	24,202	SH	DFND	2,3	24,202	0	0
KRAFT FOODS GROUP INC	COM	50076Q106	6,176	110,088	SH	DFND	2,3	110,088	0	0
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	529	16,900	SH	DFND	2	16,900	0	0
LAZARD LTD	SHS A	G54050102	1,629	34,600	SH	DFND	2	34,600	0	0
LEAR CORP	COM NEW	521865204	83,967	1,002,951	SH	DFND	2	767,491	21,215	214,245
LEGACY RESERVES LP	UNIT LP INT	524707304	8,812	354,750	SH	DFND	2	354,750	0	0
LIBERTY PPTY TR	SH BEN INT	531172104	1,116	30,200	SH	DFND	2	30,200	0	0
LIFE TIME FITNESS INC	COM	53217R207	84,018	1,746,739	SH	DFND	2	1,348,735	37,023	360,981
LINN ENERGY LLC	UNIT LTD LIAB	536020100	12,624	445,773	SH	DFND	2	445,773	0	0
LITHIA MTRS INC	CL A	536797103	48,845	734,954	SH	DFND	2	639,368	15,110	80,476
LITTELFUSE INC	COM	537008104	7,127	76,108	SH	DFND	2	76,108	0	0
LOWES COS INC	COM	548661107	518	10,600	SH	DFND	2	10,600	0	0
MACERICH CO	COM	554382101	561	9,000	SH	DFND	2	9,000	0	0
MAGELLAN MIDSTREAM PRTRNS LP	COM UNIT RP LP	559080106	57,044	817,950	SH	DFND	2	817,950	0	0
MANPOWERGROUP INC	COM	56418H100	59,803	758,629	SH	DFND	2	584,211	17,406	157,012
MARATHON PETE CORP	COM	56585A102	3,025	34,750	SH	DFND	2	34,700	0	50
MARCUS CORPORATION	COM	566330106	1,573	94,167	SH	DFND	2	94,167	0	0
MARKWEST ENERGY PARTNERS LP	UNIT LTD PARTN	570759100	17,383	266,122	SH	DFND	2	266,122	0	0
MATRIX SVC CO	COM	576853105	3,514	104,034	SH	DFND	2	104,034	0	0
MCCORMICK & CO INC	COM NON VTG	579780206	117,980	1,644,552	SH	DFND	2	1,379,364	13,470	251,718
MCDONALDS CORP	COM	580135101	9,482	96,723	SH	DFND	2	93,700	3,023	0
MEDNAX INC	COM	58502b106	83,038	1,339,749	SH	DFND	2	1,026,687	31,102	281,960
MERIT MEDICAL SYSTEMS, INC.	COM	589889104	3,587	250,858	SH	DFND	2	250,858	0	0
METLIFE INC	COM	59156R108	139,933	2,650,238	SH	DFND	2,3	2,295,217	19,929	335,092
METLIFE INC	UNIT 99/99/9999	59156R116	5,939	193,589	SH	DFND	2	193,589	0	0
MICROCHIP TECHNOLOGY INC	COM	595017104	2,294	48,040	SH	DFND	2	47,190	0	850
MICROSOFT CORP	COM	594918104	40,108	978,473	SH	DFND	2	977,873	0	600
MID-AMER APT CMNTYS INC	COM	59522J103	1,113	16,300	SH	DFND	2	16,300	0	0
MOHAWK INDUSTRIES INC	COM	608190104	27,495	202,201	SH	DFND	2	138,230	3,471	60,500
MONDELEZ INTL INC	CL A	609207105	4,503	130,320	SH	DFND	2,3	130,320	0	0

MOODYS CORP	COM	615369105	7,723	97,362	SH	DFND	2,3	97,362	0	0
MOOG INC	CL A	615394202	6,954	106,152	SH	DFND	2	106,152	0	0
MSC INDL DIRECT INC	CL A	553530106	109,711	1,268,046	SH	DFND	2	1,047,759	12,211	208,076
NATIONAL OILWELL VARCO INC	CL A	637071101	1,254	16,100	SH	DFND	2	16,100	0	0
NATIONAL RETAIL PPTYS INC	COM	637417106	2,128	61,993	SH	DFND	2,3	61,993	0	0
NETEASE INC	SPONSORED ADR	64110W102	6,879	102,213	SH	DFND	2,3	0	0	102,213
NEW JERSEY RESOURCES CORP	COM	646025106	14,574	292,642	SH	DFND	2	280,242	0	12,400
NEXTERA ENERGY INC	COM	65339F101	147,352	1,541,019	SH	DFND	2	1,341,295	12,213	187,511
NGL ENERGY PARTNERS LP	COM UNIT REPST	62913M107	9,989	266,155	SH	DFND	2	266,155	0	0
NORTHWESTERN CORP	COM NEW	668074305	7,045	148,528	SH	DFND	2	148,528	0	0
NOVARTIS A G	SPONSORED ADR	66987V109	75,729	890,718	SH	DFND	2	890,718	0	0
OASIS PETE INC NEW	COM	674215108	95,626	2,291,538	SH	DFND	2	1,817,529	44,572	429,437
OCCIDENTAL PETE CORP DEL	COM	674599105	151,411	1,588,940	SH	DFND	2	1,386,447	10,545	191,948
OMNICELL, INC.	COM	68213n109	6,537	228,421	SH	DFND	2	228,421	0	0
OMNICOM GROUP INC	COM	681919106	5,666	78,040	SH	DFND	2,3	78,040	0	0
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	9,007	168,196	SH	DFND	2	168,196	0	0
PACIFIC CONTINENTAL CORP	COM	69412V108	3,318	241,170	SH	DFND	2	241,170	0	0
PARKER HANNIFIN CORP	COM	701094104	2,110	17,625	SH	DFND	2	12,825	0	4,800
PDC ENERGY INC	COM	69327R101	35,258	566,306	SH	DFND	2	481,745	11,117	73,444
PEPSICO INC	COM	713448108	190,409	2,280,350	SH	DFND	2	2,054,184	15,603	210,563
PERKINELMER	COM	714046109	40,595	900,911	SH	DFND	2	691,542	18,449	190,920
PETSMART INC	COM	716768106	37,225	540,192	SH	DFND	2	424,465	9,317	106,410
PFIZER INC	COM	717081103	533	16,600	SH	DFND	2	16,600	0	0
PHILLIPS 66 PARTNERS LP	COM UNIT REP INT	718549207	5,196	106,975	SH	DFND	2	106,975	0	0
PLAINS ALL AMERN PIPELINE L P	UNIT LTD PARTN	726503105	64,273	1,166,049	SH	DFND	2	1,166,049	0	0
PLAINS GP HOLDINGS LP	COM	72651A108	43,016	1,537,380	SH	DFND	2	1,537,380	0	0
PLUM CREEK TIMBER CO INC	COM	729251108	555	13,200	SH	DFND	2	13,200	0	0
POTLATCH CORP NEW COM	COM	737630103	57,722	1,491,906	SH	DFND	2	1,252,033	0	239,873
PRECISION CASTPARTS CORP	COM	740189105	3,589	14,200	SH	DFND	2	11,500	0	2,700
PRICE T ROWE GROUP INC	COM	74144T108	5,450	66,178	SH	DFND	2,3	66,178	0	0
PRIMORIS SVCS CORP	COM	74164F103	40,270	1,343,219	SH	DFND	2	1,158,339	28,820	156,060
PRIVATEBANCORP INC	COM	742962103	87,600	2,871,192	SH	DFND	2	2,362,112	59,409	449,671

PROCTER & GAMBLE CO	COM	742718109	415	5,154	SH	DFND	2	5,154	0	0
PROLOGIS INC COM	COM	74340W103	1,099	26,923	SH	DFND	2	26,923	0	0
PS BUSINESS PKS INC CALIF	COM	69360J107	54,165	647,748	SH	DFND	2	596,148	0	51,600
PUBLIC STORAGE	COM	74460D109	2,224	13,200	SH	DFND	2	13,200	0	0
QEP MIDSTREAM PARTNERS LP	COM UNIT RP LTD	74735R115	4,944	211,474	SH	DFND	2	211,474	0	0
QUALCOMM INC	COM	747525103	197,286	2,501,729	SH	DFND	2	2,247,223	18,917	235,589
QUESTAR CORP	COM	748356102	78,719	3,310,286	SH	DFND	2	2,612,917	71,404	625,965
RANDGOLD RES LTD	ADR	752344309	3,924	52,326	SH	DFND	2,3	52,326	0	0
RAYTHEON CO	COM NEW	755111507	45,420	459,766	SH	DFND	2,3	459,766	0	0
REGENCY CTRS CORP	COM	758849103	3,646	71,400	SH	DFND	2	71,400	0	0
REGENCY ENERGY PARTNERS L P	COM UNITS LP	75885Y107	19,417	713,344	SH	DFND	2	713,344	0	0
REX ENERGY CORPORATION	COM	761565100	49,038	2,620,945	SH	DFND	2	2,254,415	59,590	306,940
ROADRUNNER TRANSPORTATION SYST	COM	76973q105	7,052	279,382	SH	DFND	2	279,382	0	0
ROBERT HALF INTL INC	COM	770323103	46,857	1,116,967	SH	DFND	2	812,227	20,961	283,779
ROCK-TENN CO	CL A	772739207	204,908	1,940,969	SH	DFND	2	1,571,536	29,961	339,472
ROCKWELL COLLINS INC	COM	774341101	1,275	16,000	SH	DFND	2	0	0	16,000
ROCKWOOD HLDGS INC	COM	774415103	121,912	1,638,607	SH	DFND	2	1,305,777	34,245	298,585
ROSS STORES INC	COM	778296103	6,262	87,500	SH	DFND	2	79,225	0	8,275
RSP PERMIAN INC	COM	74978Q105	3,530	122,200	SH	DFND	2	122,200	0	0
RUSH ENTERPRISES	COM	781846209	2,872	88,418	SH	DFND	2	82,318	0	6,100
SAFETY INS GROUP INC	COM	78648T100	3,209	59,593	SH	DFND	2	59,593	0	0
SANDISK CORP COM	COM	80004C101	1,534	18,900	SH	DFND	2	18,900	0	0
SEAWORLD ENTERTAINMENT INC	COM	81282V100	60,939	2,015,849	SH	DFND	2	1,549,463	41,526	424,860
SHERWIN WILLIAMS CO	COM	824348106	10,803	54,800	SH	DFND	2	54,575	0	225
SILVER BAY REALTY TRUST CORP	COM	82735Q102	492	31,700	SH	DFND	2	31,700	0	0
SIMON PPTY GROUP INC NEW	COM	828806109	4,719	28,773	SH	DFND	2	28,773	0	0
SKYWORKS SOLUTIONS INC	COM	83088M102	83,714	2,231,173	SH	DFND	2	1,847,905	22,614	360,654
SMITH A O	COM	831865209	6,954	151,100	SH	DFND	2	151,100	0	0
SMUCKER J M CO	COM NEW	832696405	26,202	269,462	SH	DFND	2	196,760	4,567	68,135
SOUTHERN CO	COM	842587107	38,304	871,730	SH	DFND	2	871,730	0	0
SPECTRA ENERGY CORP	COM	847560109	62,741	1,698,450	SH	DFND	2	1,698,450	0	0
SPECTRA ENERGY PARTNERS LP	COM	84756n109	10,063	205,577	SH	DFND	2	205,577	0	0
SPX CORP	COM	784635104	1,534	15,600	SH	DFND	2	15,600	0	0

STANLEY BLACK & DECKER INC	COM	854502101	5,136	63,222	SH	DFND	2,3	63,222	0	0
STATE BK FINL CORP	COM	856190103	11,412	645,137	SH	DFND	2	629,292	15,845	0
SUBURBAN PROPANE PARTNERS L	UNIT LTD PARTN	864482104	8,551	205,854	SH	DFND	2	205,854	0	0
SUMMIT HOTEL PPTYS	COM	866082100	19,062	2,054,135	SH	DFND	2	2,054,135	0	0
SUMMIT MIDSTREAM PARTNERS LP	COM UNIT LTD	866142102	10,205	238,155	SH	DFND	2	238,155	0	0
SUNOCO LOGISTICS PRTNRS L P	COM UNITS	86764L108	11,212	123,366	SH	DFND	2	123,366	0	0
SVB FINL GROUP	COM	78486Q101	94,606	734,631	SH	DFND	2	571,314	14,234	149,083
SYNERGY RES CORP	COM	87164P103	12,722	1,183,423	SH	DFND	2	1,165,984	17,439	0
SYSCO CORP	COM	871829107	2,809	77,750	SH	DFND	2	77,750	0	0
TAL INTL GROUP INC	COM	874083108	6,815	158,978	SH	DFND	2	158,978	0	0
TANGER FACTORY OUTLETS	COM	875465106	560	16,000	SH	DFND	2	16,000	0	0
TARGET CORP	COM	87612E106	166,692	2,754,774	SH	DFND	2	2,282,555	30,244	441,975
TE CONNECTIVITY LTD REG SHS	REG SHS	H84989104	5,292	87,900	SH	DFND	2	87,800	0	100
TELEFLEX INC	COM	879369106	44,832	418,053	SH	DFND	2	320,267	8,830	88,956
TENARIS S A	SPONSORED ADR	88031M109	24,382	550,999	SH	DFND	2,3	490,235	0	60,764
TESORO LOGISTICS LP	COM UNIT LP	88160T107	17,621	292,652	SH	DFND	2	292,652	0	0
TEXTRON INC	COM	883203101	3,423	87,125	SH	DFND	2	87,125	0	0
THOR INDS INC	COM	885160101	49,227	806,203	SH	DFND	2	652,636	14,202	139,365
TIME WARNER INC	COM NEW	887317303	146,738	2,246,107	SH	DFND	2	1,957,568	21,006	267,533
TIMKEN CO	COM	887389104	88,847	1,511,523	SH	DFND	2	1,171,988	32,880	306,655
TJX COS INC NEW	COM	872540109	4,928	81,260	SH	DFND	2	80,130	0	1,130
TRAVELERS COMPANIES INC	COM	89417E109	68,497	804,895	SH	DFND	2	804,895	0	0
TREX COMPANY INC	COM	89531P105	45,404	620,615	SH	DFND	2	545,750	16,249	58,616
TRINITY INDS INC	COM	896522109	49,626	688,585	SH	DFND	2	529,211	17,869	141,505
TRUEBLUE INC	COM	89785x101	43,928	1,501,282	SH	DFND	2	1,274,537	33,344	193,401
TUPPERWARE BRANDS CORP	COM	899896104	89,212	1,065,093	SH	DFND	2	821,644	21,544	221,905
ULTRA PETROLEUM CORP	COM	903914109	8,943	332,575	SH	DFND	2	144,870	0	187,705
UNION PAC CORP	COM	907818108	135,967	724,538	SH	DFND	2	610,717	8,373	105,448
UNITED TECHNOLOGIES CORP	COM	913017109	114,428	979,361	SH	DFND	2	819,539	10,260	149,562
UNUM GROUP	COM	91529Y106	1,451	41,100	SH	DFND	2	41,100	0	0
US BANCORP DEL	COM NEW	902973304	85,291	1,989,980	SH	DFND	2	1,978,809	8,396	2,775
VALE S A	ADR	91912E105	17,604	1,272,901	SH	DFND	2,3	1,101,201	0	171,700

VALERO ENERGY PARTNERS LP	UNT REP LP	91914j102	8,270	208,900	SH	DFND	2	208,900	0	0
VENTAS INC	COM	92276F100	5,219	86,171	SH	DFND	2	86,171	0	0
VERIZON COMMUNICATIONS INC COM	COM	92343V104	471	9,907	SH	DFND	2,3	9,907	0	0
VIACOM INC NEW CL B	COM	92553P201	107,554	1,265,494	SH	DFND	2	1,042,910	12,438	210,146
VISHAY INTERTECHNOLOGY	COM	928298108	41,485	2,787,979	SH	DFND	2	2,139,836	57,980	590,163
VORNADO RLTY TR	SH BEN INT	929042109	1,126	11,420	SH	DFND	2	11,420	0	0
WAL-MART STORES INC	COM	931142103	33,597	439,575	SH	DFND	2	439,575	0	0
WASHINGTON REAL ESTATE INV T	SH BEN INT	939653101	511	21,400	SH	DFND	2	21,400	0	0
WATTS WATER TECHNOLOGIES	COM	942749102	70,085	1,194,154	SH	DFND	2	1,022,023	27,396	144,735
WEINGARTEN RLTY INVS	SH BEN INT	948741103	536	17,875	SH	DFND	2	17,875	0	0
WELLS FARGO & CO NEW	COM	949746101	193,738	3,895,012	SH	DFND	2	3,267,220	46,758	581,034
WESCO INTL INC	COM	95082P105	100,429	1,206,781	SH	DFND	2	999,338	12,091	195,352
WESTERN DIGITAL CORP	COM	958102105	9,872	107,520	SH	DFND	2	104,780	2,240	500
WESTERN GAS EQUITY PARTNERS	COMUNT LTD PT	95825R103	5,242	106,750	SH	DFND	2	106,750	0	0
WESTERN GAS PARTNERS LP COM UN	COM UNIT LP IN	958254104	40,751	615,666	SH	DFND	2	615,666	0	0
WEYERHAEUSER CO	COM	962166104	1,095	37,300	SH	DFND	2	37,300	0	0
WILLIAMS COS INC DEL	COM	969457100	16,140	397,725	SH	DFND	2,3	397,725	0	0
WINTRUST FINL CORP	COM	97650W108	85,463	1,756,332	SH	DFND	2	1,438,748	37,059	280,525
WISCONSIN ENERGY CORP	COM	976657106	8,724	187,411	SH	DFND	2	100,811	0	86,600
WOLVERINE WORLD WIDE INC	COM	978097103	6,958	243,700	SH	DFND	2	243,700	0	0
WOODWARD INC	COM	980745103	56,633	1,363,658	SH	DFND	2	1,050,349	27,684	285,625
WORLD POINT TERMINALS LP	UNIT REP LTD PT	98159G107	10,997	529,955	SH	DFND	2	529,955	0	0
WUXI PHARMATECH CAYMAN-ADR	SPONS ADR SHS	929352102	8,675	235,344	SH	DFND	2,3	0	0	235,344