

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**

**FORM 13F COVER PAGE**

**OMB APPROVAL**

OMB Number: 3235-0006  
Expires: July 31, 2015  
Estimated average burden  
hours per response: 23.8

Report for the Calendar Year or Quarter Ended: 06-30-2013

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: MARK A. WALLACE

Title: CHIEF FINANCIAL OFFICER

Phone: 214-756-6900

**Signature, Place, and Date of Signing:**

/S/ MARK A. WALLACE

[Signature]

DALLAS, TX

[City, State]

08-13-2013

[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: 1

Form 13F Information Table Entry Total: 326

Form 13F Information Table Value Total: 11,447,997

(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.

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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
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 OTHER MANAGER	COLUMN 7 VOTING AUTHORITY		
			(x\$1000)	PRN AMT	PRN	CALL	DISCRETION		SOLE	SHARED	NONE
ABBOTT LABS COM	COM	002824100	86,675	2,484,949	SH		DFND	0	2,060,256	20,516	404,177
ABBVIE INC.	COM	00287Y109	401	9,700	SH		DFND	0	9,700	0	0
ACCENTURE PLC IRELAND SHS CLAS	SHS CLASS A	G1151C101	106,714	1,482,961	SH		DFND	0	1,060,560	12,426	409,975
ACE LTD SHS	SHS	H0023R105	111,559	1,246,742	SH		DFND	0	921,453	11,603	313,686
ADVANCE AUTO PARTS INC COM	COM	00751Y106	208,894	2,573,540	SH		DFND	0	1,927,326	37,034	609,180
AGCO CORP COM	COM	001084102	38,144	759,990	SH		DFND	0	614,833	13,857	131,300
ALLETE INC COM NEW	COM NEW	018522300	5,553	111,400	SH		DFND	0	111,400	0	0
AMERICAN INTL GROUP INC COM NE	COM NEW	026874784	173,974	3,892,033	SH		DFND	0	2,842,250	41,075	1,008,708
AMERIPRISE FINL INC COM	COM	03076C106	56,321	696,349	SH		DFND	0	484,335	6,329	205,685
AMERISAFE INC COM	COM	03071H100	4,932	152,328	SH		DFND	0	152,328	0	0
AMPHENOL CORP NEW CL A	CL A	032095101	7,651	98,165	SH		DFND	0	49,365	0	48,800
ANADARKO PETE CORP COM	COM	032511107	114,102	1,327,850	SH		DFND	0	982,288	15,150	330,412
APOGEE ENTERPRISES INC	COM	037598109	36,832	1,534,671	SH		DFND	0	1,356,009	34,082	144,580
APPROACH RESOURCES INC COM	COM	03834A103	29,726	1,209,846	SH		DFND	0	1,038,505	28,964	142,377
ARCTIC CAT INC COM	COM	039670104	5,168	114,893	SH		DFND	0	114,893	0	0
ASPEN INSURANCE HOLDINGS LTD S	SHS	G05384105	38,024	1,025,179	SH		DFND	0	787,961	46,257	190,961
AT&T INC COM	COM	00206R102	141,310	3,991,818	SH		DFND	0	3,149,411	35,092	807,315
AUTOMATIC DATA PROCESSING INC	COM	053015103	27,513	399,550	SH		DFND	0	399,550	0	0
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	16,156	432,207	SH		DFND	0	205,770	0	226,437
AVG TECHNOLOGIES N V SHS	SHS	N07831105	32,013	1,645,902	SH		DFND	0	1,463,182	0	182,720
AXIS CAPITAL HOLDINGS INV SHS	SHS	G0692U109	77,542	1,693,803	SH		DFND	0	1,337,827	36,111	319,865
B/E AEROSPACE, INC	COM	073302101	72,246	1,145,302	SH		DFND	0	894,919	25,822	224,561
BANCFIRST CORP COM	COM	05945F103	2,859	61,423	SH		DFND	0	61,423	0	0
BANK OF AMERICA CORPORATION CO	COM	060505104	98,496	7,659,086	SH		DFND	0	5,444,069	76,581	2,138,436
BANKUNITED INC COM	COM	06652K103	71,070	2,732,423	SH		DFND	0	2,178,928	53,653	499,842
BARD C R INC COM	COM	067383109	4,152	38,200	SH		DFND	0	38,200	0	0

BAXTER INTL INC COM	COM	071813109	95,615	1,380,316	SH	DFND	0	982,942	13,926	383,448
BBCN BANCORP INC COM	COM	073295107	5,653	397,562	SH	DFND	0	397,562	0	0
BEACON ROOFING SUPPLY, INC.	COM	073685109	5,400	142,545	SH	DFND	0	142,545	0	0
BECTON DICKINSON & CO COM	COM	075887109	341	3,450	SH	DFND	0	3,450	0	0
BERKSHIRE HATHAWAY INC DEL CL	COM	084670702	1,530	13,667	SH	DFND	0	11,648	0	2,019
BOEING CO COM	COM	097023105	88,994	868,740	SH	DFND	0	712,679	6,633	149,428
BOISE CASCADE CO	COM	09739D100	33,919	1,334,868	SH	DFND	0	1,179,403	30,285	125,180
BONANZA CREEK ENERGY INC	COM	097793103	5,384	151,824	SH	DFND	0	151,824	0	0
BORGWARNER INC COM	COM	099724106	58,626	680,515	SH	DFND	0	533,857	13,658	133,000
BRISTOL MYERS SQUIBB CO COM	COM	110122108	3,684	82,425	SH	DFND	0	82,425	0	0
BROADRIDGE FINANCIAL SOLUTIONS	COM	11133t103	76,751	2,887,540	SH	DFND	0	2,254,255	65,840	567,445
CA INC COM	COM	12673P105	13,850	483,918	SH	DFND	0	348,765	0	135,153
CABELAS INC COM	COM	126804301	2,620	40,450	SH	DFND	0	40,000	0	450
CABOT MICROELECTRONICS CORP CO	COM	12709P103	3,740	113,306	SH	DFND	0	81,134	19,486	12,686
CABOT OIL & GAS CORP COM	COM	127097103	6,577	92,603	SH	DFND	0	40,103	0	52,500
CACI INTL INC CL A	CL A	127190304	32,922	518,533	SH	DFND	0	450,434	12,069	56,030
CAMERON INTERNATIONAL CORP COM	COM	13342B105	2,269	37,100	SH	DFND	0	37,100	0	0
CANADIAN NATIONAL RALWAY COMPA	COM	136375102	3,181	32,700	SH	DFND	0	32,700	0	0
CAPITAL ONE FINL CORP COM	COM	14040H105	120,310	1,915,458	SH	DFND	0	1,416,206	20,660	478,592
CAREFUSION CORP COM	COM	14170T101	85,987	2,333,422	SH	DFND	0	1,844,471	47,061	441,890
CATERPILLAR INC DEL COM	COM	149123101	2,862	34,700	SH	DFND	0	34,700	0	0
CHEMICAL FINL CORP COM	COM	163731102	5,283	203,272	SH	DFND	0	203,272	0	0
CHEVRON CORP NEW COM	COM	166764100	129,390	1,093,374	SH	DFND	0	853,564	7,957	231,853
CHILDRENS PL RETAIL STORES INC	COM	168905107	2,899	52,900	SH	DFND	0	52,900	0	0
CISCO SYS INC COM	COM	17275R102	66,203	2,720,516	SH	DFND	0	2,021,515	28,621	670,380
CIT GROUP INC COM NEW	COM NEW	125581801	114,474	2,454,938	SH	DFND	0	1,836,268	27,370	591,300
CLEAN HARBORS INC	COM	184496107	34,545	683,646	SH	DFND	0	533,860	15,054	134,732
CLOUD PEAK ENERGY INC COM	COM	18911Q102	28,417	1,724,306	SH	DFND	0	1,479,604	41,442	203,260
CMS ENERGY CORP COM	COM	125896100	50,366	1,853,750	SH	DFND	0	1,449,301	42,824	361,625
COHERENT INC	COM	192479103	5,305	96,337	SH	DFND	0	96,337	0	0
COLFAX CORP COM	COM	194014106	83,477	1,601,940	SH	DFND	0	1,276,193	36,964	288,783
COLGATE PALMOLIVE CO COM	COM	194162103	107,682	1,879,599	SH	DFND	0	1,399,170	20,459	459,970
COLUMBIA BKG SYS INC COM	COM	197236102	5,612	235,708	SH	DFND	0	235,708	0	0

COMCAST CORP NEW CL A	CL A	20030N101	109,767	2,629,144	SH	DFND	0	1,925,272	30,903	672,969
COMERICA INC COM	COM	200340107	13,894	348,838	SH	DFND	0	176,038	0	172,800
COMPASS MINERALS INTL INC COM	COM	20451N101	410	4,850	SH	DFND	0	4,850	0	0
CONOCOPHILLIPS COM	COM	20825C104	319	5,270	SH	DFND	0	5,270	0	0
CONSOL ENERGY INC COM	COM	20854P109	42,772	1,578,300	SH	DFND	0	1,283,969	29,426	264,905
COVIDIEN PLC SHS	SHS	G2554F113	114,048	1,814,891	SH	DFND	0	1,339,941	19,027	455,923
CVS CAREMARK CORPORATION COM	COM	126650100	102,624	1,794,756	SH	DFND	0	1,257,786	18,140	518,830
DAVITA HEALTHCARE PARTNERS, IN	COM	23918K108	101,254	838,197	SH	DFND	0	608,705	8,787	220,705
DEERE & CO COM	COM	244199105	1,339	16,485	SH	DFND	0	16,050	0	435
DENTSPLY INTL INC NEW COM	COM	249030107	35,622	869,675	SH	DFND	0	694,847	18,702	156,126
DISNEY WALT CO COM DISNEY	COM DISNEY	254687106	52,774	835,683	SH	DFND	0	589,052	8,336	238,295
DOMINION RES INC VA NEW COM	COM	25746U109	2,546	44,800	SH	DFND	0	44,800	0	0
DOW CHEM CO COM	COM	260543103	4,259	132,400	SH	DFND	0	132,400	0	0
DR PEPPER SNAPPLE GROUP INC CO	COM	26138E109	45,206	984,235	SH	DFND	0	738,258	16,912	229,065
DTS INC	COM	23335c101	5,541	269,243	SH	DFND	0	269,243	0	0
DU PONT E I DE NEMOURS & CO CO	COM	263534109	27,779	529,125	SH	DFND	0	529,125	0	0
DUN & BRADSTREET CORP DEL NEW	COM	26483E100	7,080	72,650	SH	DFND	0	72,650	0	0
E M C CORP MASS COM	COM	268648102	50,892	2,154,628	SH	DFND	0	1,518,840	20,688	615,100
EAST WEST BANCORP INC COM	COM	27579R104	44,613	1,622,300	SH	DFND	0	1,290,808	32,445	299,047
EASTMAN CHEM CO COM	COM	277432100	6,092	87,023	SH	DFND	0	41,123	0	45,900
EATON VANCE CORP COM NON VTG	COM NON VTG	278265103	1,293	34,400	SH	DFND	0	34,400	0	0
EMERSON ELEC CO COM	COM	291011104	306	5,605	SH	DFND	0	5,605	0	0
EMPLOYERS HOLDINGS INC COM	COM	292218104	2,835	115,954	SH	DFND	0	115,954	0	0
ENDURANCE SPECIALTY HLDGS LTD	SHS	G30397106	2,717	52,800	SH	DFND	0	52,800	0	0
ENERSYS COM	COM	29275Y102	2,815	57,400	SH	DFND	0	57,400	0	0
EQT CORP COM	COM	26884L109	78,551	989,680	SH	DFND	0	699,933	11,472	278,275
EQUIFAX INC.	COM	294429105	175,645	2,980,563	SH	DFND	0	2,247,881	47,814	684,868
EXPRESS SCRIPTS HOLDING COMPAN	COM	30219G108	106,728	1,728,668	SH	DFND	0	1,254,236	15,607	458,825
EXXON MOBIL CORP COM	COM	30231G102	138,955	1,537,963	SH	DFND	0	1,211,175	10,908	315,880
FAMILY DLR STORES INC COM	COM	307000109	50,811	815,456	SH	DFND	0	681,267	17,049	117,140
FIRST FINL BANCORP OH COM	COM	320209109	54,377	3,649,460	SH	DFND	0	3,146,113	80,740	422,607
FISERV INC COM	COM	337738108	6,258	71,595	SH	DFND	0	30,695	0	40,900
FLIR SYS INC COM	COM	302445101	8,396	311,308	SH	DFND	0	251,813	0	59,495
FLOWERVE CORP COM	COM	34354P105	2,495	46,200	SH	DFND	0	46,200	0	0
FOSTER WHEELER AG COM	COM	H27178104	74,251	3,420,112	SH	DFND	0	2,699,435	70,252	650,425

FRANKLIN RES INC COM	COM	354613101	5,950	43,740	SH	DFND	0	40,570	0	3,170
FREEMONT-MCMORAN COPPER & GOLD	COM	35671D857	2,190	79,325	SH	DFND	0	79,325	0	0
GARMIN LTD SHS	SHS	H2906T109	88,668	2,451,416	SH	DFND	0	1,901,998	52,978	496,440
GENERAL DYNAMICS CORP COM	COM	369550108	54,136	691,127	SH	DFND	0	506,489	6,526	178,112
GENERAL ELECTRIC CO COM	COM	369604103	53,702	2,315,750	SH	DFND	0	2,315,750	0	0
GENERAL MLS INC COM	COM	370334104	142,077	2,927,620	SH	DFND	0	2,466,472	20,528	440,620
GENERAL MTRS CO COM	COM	37045V100	11,772	353,399	SH	DFND	0	316,700	24,059	12,640
GENUINE PARTS CO COM	COM	372460105	2,244	28,745	SH	DFND	0	28,315	0	430
GIVEN IMAGING ORD	ORD SHS	M52020100	2,476	176,706	SH	DFND	0	176,706	0	0
GLOBAL PMTS INC COM	COM	37940X102	76,466	1,650,819	SH	DFND	0	1,300,722	39,837	310,260
GOLDCORP INC NEW COM	COM	380956409	1,976	79,900	SH	DFND	0	79,900	0	0
GORMAN-RUPP CO	COM	383082104	5,690	178,707	SH	DFND	0	178,707	0	0
GRAINGER WW	COM	384802104	9,005	35,710	SH	DFND	0	35,425	0	285
HARTFORD FINL SVCS GROUP INC C	COM	416515104	153,304	4,958,062	SH	DFND	0	3,709,113	50,128	1,198,821
HASBRO INC COM	COM	418056107	652	14,554	SH	DFND	0	8,954	0	5,600
HCC INS HLDGS INC COM	COM	404132102	75,802	1,758,333	SH	DFND	0	1,378,895	39,291	340,147
HEARTLAND PMT SYS INC COM	COM	42235N108	4,342	116,559	SH	DFND	0	116,559	0	0
HENRY JACK & ASSOC INC COM	COM	426281101	39,306	833,998	SH	DFND	0	655,047	17,966	160,985
HERSHEY CO COM	COM	427866108	1,763	19,750	SH	DFND	0	19,350	0	400
HOLOGIC INC COM	COM	436440101	65,127	3,374,437	SH	DFND	0	2,709,944	76,079	588,414
HONEYWELL INTL INC COM	COM	438516106	114,963	1,448,990	SH	DFND	0	1,066,477	12,791	369,722
HUBBELL INC CL B	CL B	443510201	74,307	750,576	SH	DFND	0	587,378	16,723	146,475
HURCO COMPANIES INC COM	COM	447324104	2,769	96,256	SH	DFND	0	96,256	0	0
HYSTER YALE MATLS HANDLING	CL A	449172105	2,737	43,583	SH	DFND	0	43,583	0	0
INTERNATIONAL BUSINESS MACHS C	COM	459200101	6,211	32,500	SH	DFND	0	32,400	0	100
INVESCO LTD SHS	SHS	G491BT108	1,883	59,200	SH	DFND	0	59,200	0	0
J & J SNACK FOODS CORP COM	COM	466032109	2,926	37,604	SH	DFND	0	37,604	0	0
J2 GLOBAL INC COM	COM	48123V102	83,825	1,971,880	SH	DFND	0	1,706,836	48,439	216,605
JOHNSON & JOHNSON COM	COM	478160104	146,269	1,703,573	SH	DFND	0	1,426,885	11,846	264,842
JPMORGAN CHASE & CO COM	COM	46625H100	146,588	2,776,818	SH	DFND	0	2,085,031	29,897	661,890
KAPSTONE PAPER & PACK	COM	48562p103	5,450	135,631	SH	DFND	0	135,631	0	0
KELLY SVCS INC CL A	CL A	488152208	5,348	306,152	SH	DFND	0	306,152	0	0
KINDER MORGAN INC DEL COM	COM	49456B101	55,287	1,449,200	SH	DFND	0	1,449,200	0	0
KLA-TENCOR CORP COM	COM	482480100	36,771	659,807	SH	DFND	0	524,014	13,838	121,955
KNOLL INC	COM NEW	498904200	2,697	189,815	SH	DFND	0	189,815	0	0

KODIAK OIL & GAS CORP COM	COM	50015Q100	2,761	310,600	SH	DFND	0	310,600	0	0
KRAFT FOODS GROUP INC	COM	50076Q106	5,067	90,690	SH	DFND	0	90,690	0	0
LABORATORY CORP AMER HLDGS COM	COM NEW	50540R409	12,479	124,665	SH	DFND	0	50,965	0	73,700
LAM RESEARCH CORP COM	COM	512807108	37,741	851,167	SH	DFND	0	670,697	18,670	161,800
LAZARD LTD SHS A	SHS A	G54050102	37,062	1,152,798	SH	DFND	0	911,375	24,523	216,900
LEAR CORP COM NEW	COM NEW	521865204	81,099	1,341,366	SH	DFND	0	1,062,777	30,479	248,110
LIFE TIME FITNESS INC COM	COM	53217R207	75,137	1,499,448	SH	DFND	0	1,172,108	32,388	294,952
LITHIA MTRS INC CL A	CL A	536797103	2,571	48,221	SH	DFND	0	48,221	0	0
LITTELFUSE INC	COM	537008104	5,611	75,208	SH	DFND	0	75,208	0	0
LOWES COS INC COM	COM	548661107	434	10,600	SH	DFND	0	10,600	0	0
MANPOWERGROUP INC COM	COM	56418H100	63,407	1,157,056	SH	DFND	0	915,673	25,568	215,815
MARATHON OIL CORP COM	COM	565849106	71,220	2,059,582	SH	DFND	0	1,609,075	27,287	423,220
MARATHON PETE CORP COM	COM	56585A102	1,048	14,750	SH	DFND	0	14,700	0	50
MATRIX SVC CO COM	COM	576853105	5,316	341,215	SH	DFND	0	341,215	0	0
MCCORMICK & CO INC COM NON VTG	COM NON VTG	579780206	100,865	1,433,547	SH	DFND	0	1,034,499	13,583	385,465
MCDONALDS CORP COM	COM	580135101	14,066	142,077	SH	DFND	0	138,605	2,522	950
MEDNAX INC	COM	58502b106	73,550	803,123	SH	DFND	0	627,617	17,626	157,880
METLIFE INC COM	COM	59156R108	74,405	1,625,976	SH	DFND	0	1,298,558	11,623	315,795
MICROCHIP TECHNOLOGY INC COM	COM	595017104	2,907	78,040	SH	DFND	0	77,190	0	850
MICROSOFT CORP COM	COM	594918104	177,310	5,132,720	SH	DFND	0	4,221,959	39,775	870,986
MOHAWK INDUSTRIES INC	COM	608190104	18,705	166,285	SH	DFND	0	132,530	2,855	30,900
MOLSON COORS BREWING CO CL B	COM	60871R209	821	17,145	SH	DFND	0	2,722	14,423	0
MONDELEZ INTERNATIONAL, INC	COM	609207105	2,981	104,475	SH	DFND	0	104,475	0	0
MOODYS CORP COM	COM	615369105	5,374	88,200	SH	DFND	0	88,200	0	0
MOOG INC CL A	CL A	615394202	5,573	108,150	SH	DFND	0	108,150	0	0
NATIONAL BANK HOLDINGS CORP	CL A	633707104	2,709	137,500	SH	DFND	0	137,500	0	0
NATIONAL OILWELL VARCO INC COM	COM	637071101	1,247	18,100	SH	DFND	0	18,100	0	0
NEXTERA ENERGY INC COM	COM	65339F101	132,273	1,623,371	SH	DFND	0	1,253,575	12,481	357,315
NORDSTROM INC COM	COM	655664100	1,580	26,365	SH	DFND	0	25,810	0	555
NORTHWESTERN CORP COM NEW	COM NEW	668074305	5,455	136,728	SH	DFND	0	136,728	0	0
OASIS PETE INC NEW COM	COM	674215108	1,244	32,000	SH	DFND	0	32,000	0	0
OCCIDENTAL PETE CORP DEL COM	COM	674599105	156,236	1,750,936	SH	DFND	0	1,396,082	15,447	339,407
OMNICELL, INC.	COM	68213n109	5,730	278,821	SH	DFND	0	278,821	0	0
OMNICOM GROUP INC COM	COM	681919106	4,445	70,700	SH	DFND	0	70,700	0	0
ORACLE CORP COM	COM	68389X105	101,847	3,316,424	SH	DFND	0	2,432,723	35,196	848,505

ORTHOFIX INTL N V COM	COM	N6748L102	2,736	101,699	SH	DFND	0	101,699	0	0
PACIFIC CONTINENTAL CORP	COM	69412V108	2,861	242,470	SH	DFND	0	242,470	0	0
PACKAGING CORP AMER COM	COM	695156109	87,469	1,786,542	SH	DFND	0	1,434,739	42,713	309,090
PARKER HANNIFIN CORP COM	COM	701094104	1,099	11,525	SH	DFND	0	8,825	0	2,700
PDC ENERGY INC	COM	69327R101	31,646	614,721	SH	DFND	0	525,322	17,620	71,779
PEPSICO INC COM	COM	713448108	167,181	2,044,023	SH	DFND	0	1,677,315	15,253	351,455
PETSMART INC COM	COM	716768106	43,215	645,101	SH	DFND	0	478,222	10,369	156,510
PFIZER INC COM	COM	717081103	50,968	1,819,663	SH	DFND	0	1,282,489	18,402	518,772
PHILIP MORRIS INTL INC COM	COM	718172109	9,856	113,783	SH	DFND	0	112,833	0	950
POLARIS INDS INC COM	COM	731068102	107,028	1,126,616	SH	DFND	0	812,950	10,486	303,180
PORTLAND GEN ELEC CO COM NEW	COM NEW	736508847	4,124	134,800	SH	DFND	0	133,700	0	1,100
PPL CORPORATION	COM	69351t106	14,561	481,200	SH	DFND	0	481,200	0	0
PRECISION CASTPARTS CORP COM	COM	740189105	5,247	23,215	SH	DFND	0	20,515	0	2,700
PRICE T ROWE GROUP INC COM	COM	74144T108	4,055	55,400	SH	DFND	0	55,400	0	0
PRIMORIS SVCS CORP	COM	74164F103	28,922	1,466,633	SH	DFND	0	1,277,544	32,929	156,160
PRIVATEBANCORP INC COM	COM	742962103	49,855	2,348,873	SH	DFND	0	2,061,281	42,344	245,248
PROCTER & GAMBLE CO COM	COM	742718109	405	5,258	SH	DFND	0	5,258	0	0
QUALCOMM INC COM	COM	747525103	133,382	2,183,368	SH	DFND	0	1,712,608	16,290	454,470
RAYTHEON CO COM NEW	COM NEW	755111507	31,783	480,690	SH	DFND	0	480,690	0	0
REPUBLIC SVCS INC COM	COM	760759100	12,602	371,317	SH	DFND	0	161,567	0	209,750
REX ENERGY CORPORATION COM	COM	761565100	52,153	2,966,623	SH	DFND	0	2,563,800	69,158	333,665
ROADRUNNER TRANSPORTATION SYST	COM	76973q105	5,462	196,200	SH	DFND	0	196,200	0	0
ROBERT HALF INTL INC COM	COM	770323103	42,870	1,290,112	SH	DFND	0	979,277	26,656	284,179
ROCK-TENN CO CL A	CL A	772739207	138,882	1,390,485	SH	DFND	0	1,075,873	23,792	290,820
ROCKWELL COLLINS INC COM	COM	774341101	824	13,000	SH	DFND	0	0	0	13,000
ROCKWOOD HLDGS INC	COM	774415103	1,258	19,645	SH	DFND	0	19,390	0	255
SAFETY INS GROUP INC COM	COM	78648T100	8,982	185,156	SH	DFND	0	156,993	14,114	14,049
SAKS INC COM	COM	79377W108	1,810	132,700	SH	DFND	0	132,700	0	0
SCHLUMBERGER LTD COM	COM	806857108	47,424	661,787	SH	DFND	0	467,580	6,512	187,695
SHERWIN WILLIAMS CO COM	COM	824348106	2,543	14,400	SH	DFND	0	14,400	0	0
SIGMA ALDRICH CORP	COM	826552101	117,739	1,464,045	SH	DFND	0	1,056,694	15,810	391,541
SIGNET JEWELERS LIMITED SHS	SHS	G81276100	72,630	1,077,124	SH	DFND	0	845,622	25,782	205,720
SMITH A O COM	COM	831865209	5,696	157,000	SH	DFND	0	157,000	0	0
SMUCKER J M CO COM NEW	COM NEW	832696405	26,381	255,758	SH	DFND	0	183,827	3,596	68,335
SOUTHERN CO COM	COM	842587107	41,070	930,650	SH	DFND	0	930,650	0	0



SPECTRA ENERGY CORP	COM	847560109	53,968	1,566,100	SH	DFND	0	1,566,100	0	0
STANLEY BLACK & DECKER INC COM	COM	854502101	4,043	52,300	SH	DFND	0	52,300	0	0
STATE BK FINL CORP COM	COM	856190103	10,646	708,321	SH	DFND	0	694,092	14,229	0
SVB FINL GROUP COM	COM	78486Q101	76,438	917,407	SH	DFND	0	729,086	12,713	175,608
SYNERGY RES CORP	COM	87164P103	4,601	628,488	SH	DFND	0	628,488	0	0
SYSCO CORP COM	COM	871829107	1,325	38,800	SH	DFND	0	38,800	0	0
TAL INTL GROUP INC COM	COM	874083108	34,840	799,622	SH	DFND	0	703,615	17,222	78,785
TARGET CORP COM	COM	87612E106	105,179	1,527,444	SH	DFND	0	1,093,447	16,432	417,565
TE CONNECTIVITY LTD REG SHS	REG SHS	H84989104	2,892	63,500	SH	DFND	0	63,500	0	0
THOR INDS INC COM	COM	885160101	5,523	112,300	SH	DFND	0	112,300	0	0
TIME WARNER INC COM NEW	COM NEW	887317303	78,764	1,362,223	SH	DFND	0	1,089,463	9,399	263,361
TIMKEN CO COM	COM	887389104	79,243	1,408,008	SH	DFND	0	1,117,068	30,450	260,490
TJX COS INC NEW COM	COM	872540109	3,806	76,035	SH	DFND	0	74,905	0	1,130
TRAVELERS COMPANIES INC COM	COM	89417E109	42,802	535,565	SH	DFND	0	535,565	0	0
TREX COMPANY INC	COM	89531P105	47,821	1,006,961	SH	DFND	0	903,540	22,121	81,300
TRINITY INDS INC COM	COM	896522109	37,558	977,055	SH	DFND	0	774,274	21,576	181,205
TRUE BLUE INC COM	COM	89785x101	34,997	1,662,560	SH	DFND	0	1,427,702	38,457	196,401
TUPPERWARE BRANDS CORP COM	COM	899896104	74,148	954,407	SH	DFND	0	763,151	18,541	172,715
U S SILICA HLDGS INC COM	COM	90346E103	5,160	248,330	SH	DFND	0	248,330	0	0
ULTRA PETROLEUM CORP COM	COM	903914109	57,008	2,876,284	SH	DFND	0	2,230,734	76,445	569,105
UNION PAC CORP COM	COM	907818108	124,459	806,712	SH	DFND	0	582,462	8,359	215,891
UNITED TECHNOLOGIES CORP COM	COM	913017109	103,558	1,114,250	SH	DFND	0	796,324	10,475	307,451
UNUM GROUP COM	COM	91529Y106	1,824	62,100	SH	DFND	0	62,100	0	0
US BANCORP DEL COM NEW	COM NEW	902973304	68,628	1,898,420	SH	DFND	0	1,660,545	0	237,875
VARIAN MED SYS INC COM	COM	92220P105	52,669	780,863	SH	DFND	0	562,521	7,357	210,985
VIACOM INC NEW CL B	CL B	92553P201	106,073	1,559,200	SH	DFND	0	1,097,136	14,979	447,085
WADDELL & REED FINL INC CL A	CL A	930059100	1,778	40,865	SH	DFND	0	40,165	0	700
WAL-MART STORES INC COM	COM	931142103	26,967	362,025	SH	DFND	0	362,025	0	0
WATTS WATER TECHNOLOGIES	CL A	942749102	62,650	1,381,773	SH	DFND	0	1,201,967	31,471	148,335
WELLS FARGO & CO NEW COM	COM	949746101	181,180	4,390,117	SH	DFND	0	3,211,496	46,352	1,132,269
WESTERN DIGITAL CORP COM	COM	958102105	18,385	296,110	SH	DFND	0	289,980	5,030	1,100
WILLIAMS COS INC DEL COM	COM	969457100	10,591	326,175	SH	DFND	0	326,175	0	0
WINTRUST FINANCIAL CORP COM	COM	97650W108	69,304	1,810,452	SH	DFND	0	1,572,924	41,122	196,406
WISCONSIN ENERGY CORP COM	COM	976657106	12,146	296,316	SH	DFND	0	209,716	0	86,600
WOLVERINE WORLD WIDE INC COM	COM	978097103	5,592	102,400	SH	DFND	0	102,400	0	0

XCEL ENERGY INC COM	COM	98389B100	26,562	937,255	SH	DFND	0	937,255	0	0
CREDICORP LTD COM	COM	G2519Y108	12,880	100,657	SH	DFND	0	100,657	0	0
FOMENTO ECONOMICO MEXICANO SAB	SPON ADR UNITS	344419106	10,442	101,194	SH	DFND	0	101,194	0	0
GLAXOSMITHKLINE PLC SPONSORED	SPONSORED ADR	37733W105	4,790	95,850	SH	DFND	0	94,635	0	1,215
NETEASE INC-ADR	SPONSORED ADR	64110W102	1,409	22,300	SH	DFND	0	22,300	0	0
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	114,899	1,624,925	SH	DFND	0	1,416,274	10,476	198,175
RANDGOLD RES LTD ADR	ADR	752344309	3,423	53,488	SH	DFND	0	53,488	0	0
TENARIS S A SPONSORED ADR	SPONSORED ADR	88031M109	13,331	331,029	SH	DFND	0	331,029	0	0
TEVA PHARMACEUTICAL INDS LTD A	ADR	881624209	13,711	349,763	SH	DFND	0	349,763	0	0
VALE S A ADR	ADR	91912E105	5,822	442,700	SH	DFND	0	442,700	0	0
WUXI PHARMATECH CAYMAN-ADR	SPONS ADR SHS	929352102	2,824	134,500	SH	DFND	0	134,500	0	0
ISHARES INC MSCI FRANCE ETF	MSCI FRANCE	464286707	1,709	73,300	SH	DFND	0	73,300	0	0
ISHARES INC MSCI GERMANY ETF	MSCI GERMAN	464286806	1,146	46,400	SH	DFND	0	46,400	0	0
ISHARES INC MSCI ITALY CAPPED	MSCI ITALY CAPP	464286855	1,730	146,500	SH	DFND	0	146,500	0	0
iSHARES MSCI TAIWAN ETF	MSCI TAIWAN	464286731	9,293	698,700	SH	DFND	0	698,700	0	0
SPDR GOLD TRUST GOLD SHS	GOLD SHS	78463V107	258	2,170	SH	DFND	0	1,673	0	497
ACCESS MIDSTREAM PARTNERS L.P.	UNIT	00434L109	33,010	692,029	SH	DFND	0	692,029	0	0
ALLIANCE HOLDINGS GP LP COM UN	COM UNITS LP	01861G100	3,859	60,529	SH	DFND	0	60,529	0	0
ATLAS PIPELINE PARTNERS LP UNI	UNIT LP INT	049392103	7,237	189,495	SH	DFND	0	189,495	0	0
ATLAS RESOURCE PARTNERS LP COM	COM UNT LTD PR	04941A101	3,350	152,983	SH	DFND	0	152,983	0	0
BOARDWALK PIPELINE PARTNERS LP	UT LTD PARTNER	096627104	7,884	261,047	SH	DFND	0	261,047	0	0
BUCKEYE PARTNERS L P UNIT LTD	UNIT LTD PARTN	118230101	6,945	98,989	SH	DFND	0	98,989	0	0
DELEK LOGISTICS PARTNERS LP	COM UNIT RP INT	24664T103	6,321	193,014	SH	DFND	0	193,014	0	0
EL PASO PIPELINE PARTNERS L P	COM UNIT LPI	283702108	31,520	721,773	SH	DFND	0	721,773	0	0
ENERGY TRANSFER EQUITY L P COM	COM UT LTD PTN	29273V100	38,332	640,788	SH	DFND	0	640,788	0	0
ENERGY TRANSFER PRTNRS L P UNI	UNIT LTD PARTN	29273R109	15,448	305,654	SH	DFND	0	305,654	0	0
ENTERPRISE PRODS PARTNERS L P	COM	293792107	72,033	1,159,015	SH	DFND	0	1,159,015	0	0
EQT MIDSTREAM PARTNERS LP UNIT	UNIT LTD PARTN	26885B100	11,439	234,173	SH	DFND	0	234,173	0	0
KINDER MORGAN ENERGY PARTNERS	UT LTD PARTNER	494550106	12,613	147,694	SH	DFND	0	147,694	0	0
LEGACY RESERVES LP UNIT LP INT	UNIT LP INT	524707304	6,276	235,951	SH	DFND	0	235,951	0	0
LINN ENERGY LLC	UNIT LTD LIAB	536020100	10,352	311,998	SH	DFND	0	311,998	0	0

MAGELLAN MIDSTREAM PRTRNS LP C	COM UNIT RP LP	559080106	43,997	807,289	SH	DFND	0	807,289	0	0
MARKWEST ENERGY PARTNERS L P U	UNIT LTD PARTN	570759100	14,291	213,772	SH	DFND	0	213,772	0	0
NGL ENERGY PARTNERS LP	COM UNIT REPST	62913M107	3,363	111,399	SH	DFND	0	111,399	0	0
ONEOK PARTNERS LP UNIT LTD PAR	UNIT LTD PARTN	68268N103	6,430	129,846	SH	DFND	0	129,846	0	0
PLAINS ALL AMERN PIPELINE L P	UNIT LTD PARTN	726503105	42,983	770,160	SH	DFND	0	770,160	0	0
REGENCY ENERGY PARTNERS L P CO	COM UNITS LP	75885Y107	7,209	267,294	SH	DFND	0	267,294	0	0
SUBURBAN PROPANE PARTNERS, LP	UNIT LTD PARTN	864482104	6,607	142,229	SH	DFND	0	142,229	0	0
SUMMIT MIDSTREAM PARTNERS LP	COM UNT LTD	866142102	7,967	233,293	SH	DFND	0	233,293	0	0
SUNOCO LOGISTICS PARTNERS LP	COM UNITS	86764L108	6,960	108,841	SH	DFND	0	108,841	0	0
TESORO LOGISTICS LP COM UNIT L	COM UNIT LP	88160T107	15,790	261,163	SH	DFND	0	261,163	0	0
USA COMPRESSION PARTNERS	COMUNIT LTD PAR	90290N109	3,973	168,850	SH	DFND	0	168,850	0	0
WESTERN GAS EQUITY PARTNERS	COMUNT LTD PT	95825R103	3,571	86,750	SH	DFND	0	86,750	0	0
WESTERN GAS PARTNERS LP COM UN	COM UNIT LP IN	958254104	32,910	507,161	SH	DFND	0	507,161	0	0
ALEXANDRIA REAL ESTATE EQ INC	COM	015271109	125,500	1,909,612	SH	DFND	0	1,684,402	0	225,210
AMERICAN CAMPUS COMMUNITIES	COM	024835100	427	10,500	SH	DFND	0	10,500	0	0
AMERICAN TOWER CORP NEW COM	COM	03027X100	2,261	30,900	SH	DFND	0	30,900	0	0
AVALONBAY CMNTYS INC COM	COM	053484101	1,558	11,546	SH	DFND	0	11,546	0	0
BOSTON PROPERTIES INC COM	COM	101121101	2,436	23,100	SH	DFND	0	23,100	0	0
BRANDYWINE REALTY TRUST	SH BEN INT NEW	105368203	422	31,200	SH	DFND	0	31,200	0	0
CAMDEN PPTY TR SH BEN INT	SH BEN INT	133131102	938	13,567	SH	DFND	0	13,567	0	0
CBL & ASSOC PPTYS INC COM	COM	124830100	1,836	85,700	SH	DFND	0	85,700	0	0
CORESITE RLTY CORP COM	COM	21870Q105	3,309	104,018	SH	DFND	0	104,018	0	0
CUBESMART COM	COM	229663109	3,964	248,060	SH	DFND	0	248,060	0	0
CYRUSONE INC	COM	23283R100	3,287	158,509	SH	DFND	0	158,509	0	0
DCT INDUSTRIAL TRUST INC COM	COM	233153105	458	64,000	SH	DFND	0	64,000	0	0
DIAMONDROCK HOSPITALITY CO COM	COM	252784301	28,942	3,105,328	SH	DFND	0	2,752,528	0	352,800
DIGITAL RLTY TR INC COM	COM	253868103	102,738	1,684,234	SH	DFND	0	1,473,869	0	210,365
DOUGLAS EMMETT INC COM	COM	25960P109	482	19,300	SH	DFND	0	19,300	0	0
EQUITY RESIDENTIAL SH BEN INT	SH BEN INT	29476L107	993	17,100	SH	DFND	0	17,100	0	0
ESSEX PROPERTY	COM	297178105	477	3,000	SH	DFND	0	3,000	0	0
HCP INC COM	COM	40414L109	4,081	89,800	SH	DFND	0	89,800	0	0
HEALTH CARE REIT INC COM	COM	42217K106	1,448	21,600	SH	DFND	0	21,600	0	0

HOST HOTELS & RESORTS INC COM	COM	44107P104	685	40,618	SH	DFND	0	40,618	0	0
HUDSON PAC PPTYS	COM	444097109	453	21,300	SH	DFND	0	21,300	0	0
INLAND REAL ESTATE CORP	COM NEW	457461200	34,848	3,409,792	SH	DFND	0	3,043,791	0	366,001
KILROY RLTY CORP COM	COM	49427F108	477	9,000	SH	DFND	0	9,000	0	0
KIMCO RLTY CORP COM	COM	49446R109	678	31,652	SH	DFND	0	31,652	0	0
LASALLE HOTEL PPTYS COM SH BEN	COM SH BEN INT	517942108	432	17,500	SH	DFND	0	17,500	0	0
LIBERTY PPTY TR SH BEN INT	SH BEN INT	531172104	865	23,400	SH	DFND	0	23,400	0	0
MACERICH CO COM	COM	554382101	463	7,600	SH	DFND	0	7,600	0	0
MID-AMER APT CMNTYS INC COM	COM	59522J103	935	13,800	SH	DFND	0	13,800	0	0
NATIONAL RETAIL PPTYS INC	COM	637417106	1,312	38,150	SH	DFND	0	38,150	0	0
PLUM CREEK TIMBER CO INC COM	COM	729251108	434	9,300	SH	DFND	0	9,300	0	0
POTLATCH CORP NEW COM	COM	737630103	54,632	1,350,941	SH	DFND	0	1,138,768	0	212,173
PROLOGIS INC COM	COM	74340W103	940	24,923	SH	DFND	0	24,923	0	0
PS BUSINESS PKS INC CALIF COM	COM	69360J107	42,054	582,702	SH	DFND	0	531,102	0	51,600
PUBLIC STORAGE COM	COM	74460D109	4,493	29,300	SH	DFND	0	29,300	0	0
RAYONIER INC COM	COM	754907103	44,074	795,696	SH	DFND	0	795,696	0	0
REGENCY CTRS CORP COM	COM	758849103	3,633	71,500	SH	DFND	0	71,500	0	0
SILVER BAY REALTY TRUST CORP	COM	82735Q102	750	45,300	SH	DFND	0	45,300	0	0
SIMON PPTY GROUP INC NEW COM	COM	828806109	4,686	29,673	SH	DFND	0	29,673	0	0
SUMMIT HOTEL PPTYS INC COM	COM	866082100	6,924	732,750	SH	DFND	0	732,750	0	0
VENTAS INC COM	COM	92276F100	104,634	1,506,391	SH	DFND	0	1,091,161	0	415,230
VORNADO RLTY TR SH BEN INT	SH BEN INT	929042109	913	11,020	SH	DFND	0	11,020	0	0
WASHINGTON REAL ESTATE INVT TR	SH BEN INT	939653101	401	14,900	SH	DFND	0	14,900	0	0
WEINGARTEN RLTY INVS SH BEN IN	SH BEN INT	948741103	467	15,175	SH	DFND	0	15,175	0	0
WEYERHAEUSER CO COM	COM	962166104	875	30,700	SH	DFND	0	30,700	0	0
BANK OF AMERICA CORPORATION 1/	7.25%CNV PFD L	060505831	46,842	1,892,588	SH	DFND	0	1,892,588	0	0
BB&T CORP DEP SHS REPSTG 1	DP SHS RP PFG	054937206	26,630	1,062,657	SH	DFND	0	1,062,657	0	0
GENERAL MTRS CO JR PFD CNV SRB	JR PFD CNV SRB	37045V209	16,611	344,905	SH	DFND	0	344,905	0	0
METLIFE INC COM EQTY UNIT	UNIT 99/99/9999	59156R116	11,001	200,789	SH	DFND	0	200,789	0	0