

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>BYRNE SUSAN M</u> (Last) (First) (Middle) 200 CRESCENT COURT SUITE 1200 (Street) DALLAS TX 75201 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WESTWOOD HOLDINGS GROUP INC</u> [WHG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Vice Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year) 03/05/2020		

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 ⁽¹⁾	03/03/2020		P		1,150	A	\$23.9522	248,443	D	
common stock ⁽²⁾	03/04/2020		P		1,350	A	\$23.7796	249,793	D	
common stock ⁽³⁾	03/05/2020		P		1,500	A	\$22.425	251,293	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		Date Exercisable	Expiration Date					

Explanation of Responses:

- Amended to correct footnote to reflect purchase. Price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported was \$23.80 to \$24.10 per share. Full information regarding the number of shares purchased at each separate price will be provided to the Commission staff, the issuer, or a security holder of the issuer upon request.
- Amended to correct footnote to reflect purchase. Price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported was \$23.25 to \$24.25 per share. Full information regarding the number of shares purchased at each separate price will be provided to the Commission staff, the issuer, or a security holder of the issuer upon request.
- Amended to correct footnote to reflect purchase. Price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported was \$22.30 to \$22.65 per share. Full information regarding the number of shares purchased at each separate price will be provided to the Commission staff, the issuer, or a security holder of the issuer upon request.

Remarks:

Julie K. Geron as attorney-in-fact 04/30/2020

** 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.

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