SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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

1. Name and Address of Reporting Person*

GAMCO INVESTORS, INC. ET AL

(Last) (First) (Middle)

ONE CORPORATE CENTER

(Street)

RYE NY 10580

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

WESTWOOD HOLDINGS GROUP INC [WHG]

3. Date of Earliest Transaction (Month/Day/Year)

01/17/2012

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director	X	10% Owner
	Officer (give title below)		Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

	Form filed by One Reporting Person
X	Form filed by More than One Reporting Person

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	01/17/2012		S		4,200	D	$39.2775	903,500	D[(1)]	
Common Stock	01/18/2012		G		1,500	D	$0	902,000	D[(1)]	
Common Stock	01/18/2012		S		2,100	D	$40.2438	899,900	D[(1)]	

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	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person*

GAMCO INVESTORS, INC. ET AL

(Last) (First) (Middle)

ONE CORPORATE CENTER

(Street)

RYE NY 10580

(City) (State) (Zip)

1. Name and Address of Reporting Person*
GABELLI MARIO J
(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*
GGCP, INC.
(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.	01/19/2012
** 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.