

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: 09-30-2013

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]

11-08-2013

[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: 11,829,161

(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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FORM 13F INFORMATION TABLE

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE		SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGER	COLUMN 8 VOTING AUTHORITY		
			(x\$1000)						SOLE	SHARED	NONE
ABBOTT LABS COM	COM	002824100	90,133	2,715,644	SH		DFND		2,306,526	20,766	388,352
ABBVIE INC.	COM	00287Y109	434	9,700	SH		DFND		9,700	0	0
ACCENTURE PLC IRELAND SHS CLAS	SHS CLASS A	G1151C101	136,510	1,853,738	SH		DFND		1,475,940	12,433	365,365
ACCESS MIDSTREAM PARTNERS L.P.	UNIT	00434L109	37,466	775,529	SH		DFND		775,529	0	0
ACE LTD SHS	SHS	H0023R105	115,978	1,239,613	SH		DFND		939,440	11,552	288,621
ADVANCE AUTO PARTS INC COM	COM	00751Y106	217,357	2,628,896	SH		DFND		2,004,142	36,814	587,940
AGCO CORP COM	COM	001084102	4,499	74,462	SH		DFND		74,462	0	0
AGRIUM INC COM	COM	008916108	1,985	23,566	SH		DFND		23,566	0	0
ALEXANDRIA REAL ESTATE EQ INC	COM	015271109	128,183	2,007,565	SH		DFND		1,782,355	0	225,210
ALLETE INC COM NEW	COM NEW	018522300	6,197	128,300	SH		DFND		128,300	0	0
ALLIANCE HOLDINGS GP LP COM UN	COM UNITS LP	01861G100	4,174	69,712	SH		DFND		69,712	0	0
AMC NETWORKS INC	CL A	00164v103	41,133	600,489	SH		DFND		468,960	12,894	118,635
AMDOCS LTD ORD	ORD	G02602103	57,462	1,568,300	SH		DFND		1,189,900	0	378,400
AMERICAN APPAREL INC COM	COM	023850100	34	25,794	SH		DFND		25,594	0	200
AMERICAN CAMPUS COMMUNITIES	COM	024835100	359	10,500	SH		DFND		10,500	0	0
AMERICAN INTL GROUP INC COM NE	COM NEW	026874784	167,898	3,452,577	SH		DFND		2,598,500	38,828	815,249
AMERICAN TOWER CORP NEW COM	COM	03027X100	2,913	39,300	SH		DFND		39,300	0	0
AMERIPRISE FINL INC COM	COM	03076C106	51,460	565,000	SH		DFND		410,880	6,215	147,905
AMERISAFE INC COM	COM	03071H100	3,632	102,290	SH		DFND		102,290	0	0
AMERISOURCEBERGEN CORP COM	COM	03073E105	1,760	28,800	SH		DFND		28,240	0	560
AMPHENOL CORP NEW CL A	CL A	032095101	10,215	132,015	SH		DFND		83,215	0	48,800
ANADARKO PETE CORP COM	COM	032511107	121,748	1,309,259	SH		DFND		996,213	15,855	297,191
APOGEE ENTERPRISES INC	COM	037598109	49,123	1,657,763	SH		DFND		1,476,861	36,322	144,580
APPROACH RESOURCES INC COM	COM	03834A103	31,591	1,202,076	SH		DFND		1,031,265	28,434	142,377
ARCTIC CAT INC COM	COM	039670104	2,995	52,499	SH		DFND		52,499	0	0

ASPEN INSURANCE HOLDINGS LTD S	SHS	G05384105	9,596	264,417	SH	DFND	196,743	21,013	46,661
AT&T INC COM	COM	00206R102	154,177	4,558,775	SH	DFND	3,770,408	37,217	751,150
ATLAS PIPELINE PARTNERS LP UNI	L P INT	049392103	8,590	221,395	SH	DFND	221,395	0	0
ATLAS RESOURCE PARTNERS LP COM	COM UNT LTD PR	04941A101	7,908	377,632	SH	DFND	377,632	0	0
AUTOMATIC DATA PROCESSING INC	COM	053015103	30,360	419,450	SH	DFND	419,450	0	0
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	17,077	396,397	SH	DFND	206,460	0	189,937
AVALONBAY CMNTYS INC COM	COM	053484101	1,455	11,446	SH	DFND	11,446	0	0
AVG TECHNOLOGIES N V SHS	SHS	N07831105	73,044	3,051,129	SH	DFND	2,652,987	64,607	333,535
AXIS CAPITAL HOLDINGS INV SHS	SHS	G0692U109	4,116	95,028	SH	DFND	76,519	18,314	195
B/E AEROSPACE, INC	COM	073302101	79,339	1,074,761	SH	DFND	838,389	24,911	211,461
BANCFIRST CORP COM	COM	05945F103	3,126	57,823	SH	DFND	57,823	0	0
BANK OF AMERICA CORPORATION CO	COM	060505104	121,949	8,836,934	SH	DFND	6,446,549	89,694	2,300,691
BANKUNITED INC COM	COM	06652K103	88,123	2,825,358	SH	DFND	2,243,719	57,697	523,942
BARD C R INC COM	COM	067383109	3,986	34,600	SH	DFND	34,600	0	0
BAXTER INTL INC COM	COM	071813109	90,685	1,380,499	SH	DFND	1,004,272	13,852	362,375
BBCN BANCORP INC COM	COM	073295107	5,810	422,562	SH	DFND	422,562	0	0
BEACON ROOFING SUPPLY, INC.	COM	073685109	6,198	168,095	SH	DFND	168,095	0	0
BECTON DICKINSON & CO COM	COM	075887109	345	3,450	SH	DFND	3,450	0	0
BERKSHIRE HATHAWAY INC DEL CL	CL B NEW	084670702	1,509	13,292	SH	DFND	11,373	0	1,919
BOARDWALK PIPELINE PARTNERS LP	UT LTD PARTNER	096627104	6,221	204,847	SH	DFND	204,847	0	0
BOEING CO COM	COM	097023105	99,037	842,865	SH	DFND	713,204	6,625	123,036
BOISE CASCADE CO	COM	09739D100	66,165	2,455,091	SH	DFND	2,183,476	55,120	216,495
BONANZA CREEK ENERGY INC	COM	097793103	6,289	130,324	SH	DFND	130,324	0	0
BORGWARNER INC COM	COM	099724106	27,103	267,318	SH	DFND	182,448	4,370	80,500
BOSTON PROPERTIES INC COM	COM	101121101	2,448	22,900	SH	DFND	22,900	0	0
BRANDYWINE REALTY TRUST	SH BEN INT NEW	105368203	476	36,100	SH	DFND	36,100	0	0
BRISTOL MYERS SQUIBB CO COM	COM	110122108	2,986	64,516	SH	DFND	64,516	0	0
BROADRIDGE FINANCIAL SOLUTIONS	COM	11133t103	81,976	2,581,919	SH	DFND	2,016,885	54,034	511,000
BUCKEYE PARTNERS L P UNIT LTD	UNIT LTD PARTN	118230101	3,910	59,669	SH	DFND	59,669	0	0
CA INC COM	COM	12673P105	6,856	231,068	SH	DFND	98,040	0	133,028
CABELAS INC COM	COM	126804301	2,550	40,450	SH	DFND	40,000	0	450
CACI INTL INC CL A	CL A	127190304	35,681	516,294	SH	DFND	448,444	11,820	56,030
CAMDEN PPTY TR SH BEN INT	SH BEN INT	133131102	834	13,567	SH	DFND	13,567	0	0
CAMERON INTERNATIONAL CORP COM	COM	13342B105	3,484	59,695	SH	DFND	59,695	0	0

CANADIAN NATIONAL RALWAY COMPA	COM	136375102	3,315	32,700	SH	DFND	32,700	0	0
CAPITAL ONE FINL CORP COM	COM	14040H105	122,645	1,784,178	SH	DFND	1,371,432	20,753	391,993
CAREFUSION CORP COM	COM	14170T101	82,676	2,240,545	SH	DFND	1,752,986	45,669	441,890
CARRIZO OIL & CO INC	COM	144577103	2,001	53,664	SH	DFND	53,664	0	0
CATERPILLAR INC DEL COM	COM	149123101	2,989	35,839	SH	DFND	35,839	0	0
CBL & ASSOC PPTYS INC COM	COM	124830100	1,318	69,000	SH	DFND	69,000	0	0
CHEMICAL FINL CORP COM	COM	163731102	5,888	210,872	SH	DFND	210,872	0	0
CHEVRON CORP NEW COM	COM	166764100	134,726	1,108,860	SH	DFND	885,259	7,921	215,680
CHILDRENS PL RETAIL STORES INC	COM	168905107	2,985	51,600	SH	DFND	51,600	0	0
CISCO SYS INC COM	COM	17275R102	60,126	2,566,092	SH	DFND	2,006,245	28,612	531,235
CIT GROUP INC COM NEW	COM NEW	125581801	115,902	2,376,504	SH	DFND	1,816,053	27,635	532,816
CLEAN HARBORS INC	COM	184496107	80,336	1,369,518	SH	DFND	1,069,882	29,354	270,282
CLOUD PEAK ENERGY INC COM	COM	18911Q102	20,821	1,419,292	SH	DFND	1,211,906	40,826	166,560
CMS ENERGY CORP COM	COM	125896100	2,174	82,592	SH	DFND	39,997	42,140	455
COHERENT INC	COM	192479103	4,462	72,720	SH	DFND	72,720	0	0
COLFAX CORP COM	COM	194014106	89,961	1,592,510	SH	DFND	1,267,843	35,884	288,783
COLGATE PALMOLIVE CO COM	COM	194162103	114,016	1,922,700	SH	DFND	1,449,375	20,605	452,720
COLUMBIA BKG SYS INC COM	COM	197236102	5,894	238,608	SH	DFND	238,608	0	0
COMCAST CORP NEW CL A	CL A	20030N101	147,006	3,258,486	SH	DFND	2,632,527	31,025	594,934
COMERICA INC COM	COM	200340107	36,612	931,375	SH	DFND	728,799	18,876	183,700
COMPASS MINERALS INTL INC COM	COM	20451N101	370	4,850	SH	DFND	4,850	0	0
CONOCOPHILLIPS COM	COM	20825C104	351	5,050	SH	DFND	5,050	0	0
CONSOL ENERGY INC COM	COM	20854P109	53,685	1,595,404	SH	DFND	1,302,344	28,155	264,905
CORESITE RLTY CORP COM	COM	21870Q105	3,632	107,018	SH	DFND	107,018	0	0
COVIDIEN PLC SHS	SHS	G2554F113	111,101	1,823,115	SH	DFND	1,367,371	20,376	435,368
CREDICORP LTD COM	COM	G2519Y108	15,752	122,619	SH	DFND	122,619	0	0
CUBESMART COM	COM	229663109	4,243	237,860	SH	DFND	237,860	0	0
CVS CAREMARK CORPORATION COM	COM	126650100	3,282	57,837	SH	DFND	27,010	17,971	12,856
CYRUSONE INC	COM	23283R100	6,958	366,198	SH	DFND	366,198	0	0
DAVITA HEALTHCARE PARTNERS, IN	COM	23918K108	100,534	1,766,847	SH	DFND	1,308,070	19,492	439,285
DELEK LOGISTICS PARTNERS LP	UNT RP INT	24664T103	8,117	265,364	SH	DFND	265,364	0	0
DENTSPLY INTL INC NEW COM	COM	249030107	2,785	64,155	SH	DFND	45,580	18,390	185
DIAMONDROCK HOSPITALITY CO COM	COM	252784301	33,293	3,120,283	SH	DFND	2,767,483	0	352,800
DIGITAL RLTY TR INC COM	COM	253868103	91,472	1,722,634	SH	DFND	1,482,269	0	240,365

DISNEY WALT CO COM DISNEY	COM DISNEY	254687106	51,991	806,183	SH	DFND	588,977	8,296	208,910
DOMINION RES INC VA NEW COM	NEW COM	25746U109	2,718	43,500	SH	DFND	43,500	0	0
DOUGLAS EMMETT INC COM	COM	25960P109	453	19,300	SH	DFND	19,300	0	0
DOW CHEM CO COM	COM	260543103	5,100	132,800	SH	DFND	132,800	0	0
DR PEPPER SNAPPLE GROUP INC CO	COM	26138E109	51,308	1,144,753	SH	DFND	852,968	16,620	275,165
DTS INC	COM	23335c101	6,185	294,543	SH	DFND	294,543	0	0
DU PONT E I DE NEMOURS & CO CO	COM	263534109	31,068	530,525	SH	DFND	530,525	0	0
DUN & BRADSTREET CORP DEL NEW	COM	26483E100	7,967	76,716	SH	DFND	76,716	0	0
EAST WEST BANCORP INC COM	COM	27579R104	44,098	1,380,212	SH	DFND	1,095,002	31,263	253,947
EASTMAN CHEM CO COM	COM	277432100	6,736	86,473	SH	DFND	40,573	0	45,900
EATON VANCE CORP COM NON VTG	COM NON VTG	278265103	1,250	32,200	SH	DFND	32,200	0	0
EL PASO PIPELINE PARTNERS L P	COM UNIT LPI	283702108	35,508	841,025	SH	DFND	841,025	0	0
EMERSON ELEC CO COM	COM	291011104	363	5,605	SH	DFND	5,605	0	0
EMPLOYERS HOLDINGS INC COM	COM	292218104	3,172	106,654	SH	DFND	106,654	0	0
ENDURANCE SPECIALTY HLDGS LTD	LT SHS	G30397106	3,084	57,400	SH	DFND	57,400	0	0
ENERGY TRANSFER EQUITY L P COM	COM UT LTD PTN	29273V100	33,856	514,688	SH	DFND	514,688	0	0
ENERGY TRANSFER PRTNRS L P UNI	UNIT LTD PARTN	29273R109	18,628	357,754	SH	DFND	357,754	0	0
ENERSYS COM	COM	29275Y102	3,341	55,100	SH	DFND	55,100	0	0
ENTERPRISE PRODS PARTNERS L P	COM	293792107	84,779	1,388,915	SH	DFND	1,388,915	0	0
EQT CORP COM	COM	26884L109	84,621	953,793	SH	DFND	690,968	11,404	251,421
EQT MIDSTREAM PARTNERS LP UNIT	UNIT LTD PARTN	26885B100	14,162	287,673	SH	DFND	287,673	0	0
EQUIFAX INC.	COM	294429105	185,616	3,101,344	SH	DFND	2,375,796	47,461	678,087
EQUITY RESIDENTIAL SH BEN INT	SH BEN INT	29476L107	916	17,100	SH	DFND	17,100	0	0
EXPRESS SCRIPTS HOLDING COMPAN	COM	30219G108	104,040	1,683,499	SH	DFND	1,266,931	15,547	401,021
EXXON MOBIL CORP COM	COM	30231G102	131,935	1,533,417	SH	DFND	1,238,955	10,891	283,571
FAMILY DLR STORES INC COM	COM	307000109	53,219	738,949	SH	DFND	611,476	16,848	110,625
FIRST FINL BANCORP OH COM	COM	320209109	55,201	3,638,816	SH	DFND	3,136,698	79,511	422,607
FISERV INC COM	COM	337738108	252	2,495	SH	DFND	2,495	0	0
FLIR SYS INC COM	COM	302445101	79,918	2,545,155	SH	DFND	1,990,240	50,375	504,540
FLOWSERVE CORP COM	COM	34354P105	4,492	72,000	SH	DFND	71,940	0	60
FOMENTO ECONOMICO MEXICANO SAB	SPON ADR UNITS	344419106	11,958	123,161	SH	DFND	123,161	0	0
FOSTER WHEELER AG COM	COM	H27178104	89,862	3,411,613	SH	DFND	2,691,618	68,970	651,025
FRANKLIN RES INC COM	COM	354613101	6,540	129,370	SH	DFND	119,860	0	9,510

FREEPORT-MCMORAN COPPER & GOLD	COM	35671D857	2,859	86,434	SH	DFND	86,434	0	0
GARMIN LTD SHS	SHS	H2906T109	150,966	3,340,697	SH	DFND	2,535,261	56,511	748,925
GENERAL DYNAMICS CORP COM	COM	369550108	55,992	639,766	SH	DFND	488,489	6,474	144,803
GENERAL ELECTRIC CO COM	COM	369604103	61,461	2,572,650	SH	DFND	2,572,650	0	0
GENERAL MLS INC COM	COM	370334104	148,661	3,102,274	SH	DFND	2,685,564	20,640	396,070
GENERAL MTRS CO COM	COM	37045V100	10,519	292,429	SH	DFND	283,500	8,929	0
GENERAL MTRS CO JR PFD CNV SRB	JR PFD CNV SRB	37045V209	21,575	430,205	SH	DFND	430,205	0	0
GENUINE PARTS CO COM	COM	372460105	2,287	28,270	SH	DFND	27,840	0	430
GIVEN IMAGING ORD	SHS	M52020100	3,144	163,506	SH	DFND	163,506	0	0
GLAXOSMITHKLINE PLC SPONSORED	SPONSORED ADR	37733W105	4,688	93,450	SH	DFND	92,235	0	1,215
GLOBAL PMTS INC COM	COM	37940X102	42,459	831,216	SH	DFND	654,301	18,025	158,890
GOLDCORP INC NEW COM	COM	380956409	2,053	78,926	SH	DFND	78,926	0	0
GORMAN-RUPP CO	COM	383082104	6,151	153,313	SH	DFND	153,313	0	0
GRAINGER WW	COM	384802104	10,926	41,750	SH	DFND	41,450	0	300
HARTFORD FINL SVCS GROUP INC C	COM	416515104	154,896	4,977,382	SH	DFND	3,829,713	43,770	1,103,899
HASBRO INC COM	COM	418056107	686	14,554	SH	DFND	8,954	0	5,600
HCC INS HLDGS INC COM	COM	404132102	38,792	885,257	SH	DFND	691,215	19,142	174,900
HCP INC COM	COM	40414L109	3,677	89,800	SH	DFND	89,800	0	0
HEARTLAND PMT SYS INC COM	COM	42235N108	4,681	117,859	SH	DFND	117,859	0	0
HENRY JACK & ASSOC INC COM	COM	426281101	40,660	787,069	SH	DFND	614,297	17,587	155,185
HERSHEY CO COM	COM	427866108	1,790	19,350	SH	DFND	18,950	0	400
HOLOGIC INC COM	COM	436440101	86,871	4,206,826	SH	DFND	3,461,214	81,998	663,614
HONEYWELL INTL INC COM	COM	438516106	115,973	1,396,588	SH	DFND	1,063,591	12,671	320,326
HOST HOTELS & RESORTS INC COM	COM	44107P104	711	40,218	SH	DFND	40,218	0	0
HUBBELL INC CL B	CL B	443510201	79,772	761,617	SH	DFND	599,573	16,369	145,675
HUDSON PAC PPTYS	COM	444097109	414	21,300	SH	DFND	21,300	0	0
HURCO COMPANIES INC COM	COM	447324104	2,564	99,156	SH	DFND	99,156	0	0
HYSTER YALE MATLS HANDLING	CL A	449172105	3,392	37,833	SH	DFND	37,833	0	0
INLAND REAL ESTATE CORP	COM NEW	457461200	48,152	4,706,913	SH	DFND	4,178,312	0	528,601
INTERACTIVE CORP	COM PAR \$.001	44919p508	37,121	679,001	SH	DFND	539,701	0	139,300
INTERNATIONAL BUSINESS MACHS C	COM	459200101	6,436	34,754	SH	DFND	34,704	0	50
INVESCO LTD SHS	SHS	G491BT108	1,888	59,200	SH	DFND	59,200	0	0
ISHARES INC MSCI FRANCE ETF	ETF	464286707	2,028	75,436	SH	DFND	75,436	0	0
ISHARES INC MSCI GERMANY ETF	ETF	464286806	1,330	47,827	SH	DFND	47,827	0	0
ISHARES INC MSCI ITALY CAPPED	ETF	464286855	2,128	150,737	SH	DFND	150,737	0	0

J & J SNACK FOODS CORP COM	COM	466032109	3,124	38,704	SH	DFND	38,704	0	0
J2 GLOBAL INC COM	COM	48123V102	84,684	1,710,092	SH	DFND	1,364,494	34,935	310,663
JOHNSON & JOHNSON COM	COM	478160104	147,755	1,704,408	SH	DFND	1,466,370	11,886	226,152
JPMORGAN CHASE & CO COM	COM	46625H100	171,443	3,316,756	SH	DFND	2,569,563	35,243	711,950
KAPSTONE PAPER & PACK	COM	48562p103	6,186	144,531	SH	DFND	144,531	0	0
KELLY SVCS INC CL A	CL A	488152208	5,906	303,352	SH	DFND	303,352	0	0
KILROY RLTY CORP COM	COM	49427F108	450	9,000	SH	DFND	9,000	0	0
KIMCO RLTY CORP COM	COM	49446R109	639	31,652	SH	DFND	31,652	0	0
KINDER MORGAN ENERGY PARTNERS	UT LTD PARTNER	494550106	14,405	180,442	SH	DFND	180,442	0	0
KINDER MORGAN INC DEL COM	COM	49456B101	57,399	1,613,700	SH	DFND	1,613,700	0	0
KLA-TENCOR CORP COM	COM	482480100	6,631	108,975	SH	DFND	48,375	0	60,600
KNOLL INC	COM NEW	498904200	16,902	997,750	SH	DFND	886,906	19,275	91,569
KODIAK OIL & GAS CORP COM	COM	50015Q100	3,193	264,800	SH	DFND	264,800	0	0
KRAFT FOODS GROUP INC	COM	50076Q106	5,094	97,066	SH	DFND	97,066	0	0
LABORATORY CORP AMER HLDGS COM	COM NEW	50540R409	6,861	69,205	SH	DFND	29,605	0	39,600
LAM RESEARCH CORP COM	COM	512807108	39,786	777,078	SH	DFND	605,797	18,281	153,000
LASALLE HOTEL PPTYS COM SH BEN	COM SH BEN INT	517942108	499	17,500	SH	DFND	17,500	0	0
LAZARD LTD SHS A	SHS A	G54050102	28,352	787,112	SH	DFND	616,782	24,030	146,300
LEAR CORP COM NEW	COM NEW	521865204	84,821	1,185,143	SH	DFND	939,302	25,796	220,045
LEGACY RESERVES LP UNIT LP INT	UNIT LP INT	524707304	7,613	281,751	SH	DFND	281,751	0	0
LIBERTY PPTY TR SH BEN INT	SH BEN INT	531172104	951	26,700	SH	DFND	26,700	0	0
LIFE TIME FITNESS INC COM	COM	53217R207	81,128	1,576,218	SH	DFND	1,232,103	31,763	312,352
LINN ENERGY LLC	UNIT LTD LIAB	536020100	11,485	443,098	SH	DFND	443,098	0	0
LITHIA MTRS INC CL A	CL A	536797103	3,263	44,721	SH	DFND	44,721	0	0
LITTELFUSE INC	COM	537008104	6,258	80,008	SH	DFND	80,008	0	0
LOWES COS INC COM	COM	548661107	505	10,600	SH	DFND	10,600	0	0
MACERICH CO COM	COM	554382101	463	8,200	SH	DFND	8,200	0	0
MAGELLAN MIDSTREAM PRTRNS LP C	COM UNIT RP LP	559080106	50,589	896,489	SH	DFND	896,489	0	0
MANPOWERGROUP INC COM	COM	56418H100	61,925	851,319	SH	DFND	663,603	20,104	167,612
MARATHON OIL CORP COM	COM	565849106	13,449	385,592	SH	DFND	364,510	8,332	12,750
MARATHON PETE CORP COM	COM	56585A102	2,235	34,750	SH	DFND	34,700	0	50
MARKWEST ENERGY PARTNERS L P U	UNIT LTD PARTN	570759100	16,589	229,672	SH	DFND	229,672	0	0
MATRIX SVC CO COM	COM	576853105	6,271	319,615	SH	DFND	319,615	0	0
MCCORMICK & CO INC COM NON VTG	COM NON VTG	579780206	102,488	1,584,045	SH	DFND	1,174,729	13,576	395,740

MCDONALDS CORP COM	COM	580135101	14,632	152,079	SH	DFND	148,505	2,624	950
MEDNAX INC	COM	58502b106	80,113	797,936	SH	DFND	622,977	17,079	157,880
METLIFE INC COM	COM	59156R108	81,282	1,731,244	SH	DFND	1,442,647	11,479	277,118
METLIFE INC COM EQTY UNIT	UNIT 99/99/9999	59156R116	5,755	200,789	SH	DFND	200,789	0	0
MICROCHIP TECHNOLOGY INC COM	COM	595017104	2,910	72,215	SH	DFND	71,365	0	850
MICROSOFT CORP COM	COM	594918104	89,751	2,696,835	SH	DFND	2,243,759	16,030	437,046
MID-AMER APT CMNTYS INC COM	COM	59522J103	925	14,800	SH	DFND	14,800	0	0
MOHAWK INDUSTRIES INC	COM	608190104	28,915	221,995	SH	DFND	151,070	3,325	67,600
MONDELEZ INTERNATIONAL, INC	CL A	609207105	3,551	113,015	SH	DFND	113,015	0	0
MOODYS CORP COM	COM	615369105	6,375	90,639	SH	DFND	90,639	0	0
MOOG INC CL A	CL A	615394202	6,204	105,752	SH	DFND	105,752	0	0
NATIONAL BANK HOLDINGS CORP	CL A	633707104	2,908	141,600	SH	DFND	141,600	0	0
NATIONAL OIL WELL VARCO INC COM	COM	637071101	1,258	16,100	SH	DFND	16,100	0	0
NATIONAL RETAIL PPTYS INC	COM	637417106	1,486	46,689	SH	DFND	46,689	0	0
NETEASE INC-ADR	SPONSORED ADR	64110W102	1,757	24,200	SH	DFND	24,200	0	0
NEXTERA ENERGY INC COM	COM	65339F101	128,923	1,608,323	SH	DFND	1,277,600	12,438	318,285
NEXTERA ENERGY INC COM	COM	65339F101	529	6,600	SH	DFND	6,600	0	0
NGL ENERGY PARTNERS LP	COM UNIT REPST	62913M107	8,232	266,930	SH	DFND	266,930	0	0
NORDSTROM INC COM	COM	655664100	1,444	25,690	SH	DFND	25,135	0	555
NORTHWESTERN CORP COM NEW	COM NEW	668074305	6,128	136,428	SH	DFND	136,428	0	0
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	126,179	1,644,880	SH	DFND	1,449,799	10,576	184,505
OASIS PETE INC NEW COM	COM	674215108	16,985	345,707	SH	DFND	181,300	0	164,407
OCCIDENTAL PETE CORP DEL COM	COM	674599105	164,375	1,757,265	SH	DFND	1,447,322	15,501	294,442
OMNICELL, INC.	COM	68213n109	5,814	245,521	SH	DFND	245,521	0	0
OMNICOM GROUP INC COM	COM	681919106	4,609	72,653	SH	DFND	72,653	0	0
ONEOK PARTNERS LP UNIT LTD PAR	UNIT LTD PARTN	68268N103	8,145	153,646	SH	DFND	153,646	0	0
ORACLE CORP COM	COM	68389X105	63,366	1,910,315	SH	DFND	1,473,453	24,247	412,615
PACIFIC CONTINENTAL CORP	COM	69412V108	3,046	232,370	SH	DFND	232,370	0	0
PACKAGING CORP AMER COM	COM	695156109	44,467	778,885	SH	DFND	626,792	18,245	133,848
PARKER HANNIFIN CORP COM	COM	701094104	1,253	11,525	SH	DFND	8,825	0	2,700
PDC ENERGY INC	COM	69327R101	36,213	608,208	SH	DFND	519,642	16,787	71,779
PEPSICO INC COM	COM	713448108	170,574	2,145,586	SH	DFND	1,817,020	15,316	313,250
PETSMART INC COM	COM	716768106	42,005	550,815	SH	DFND	434,592	9,813	106,410
PFIZER INC COM	COM	717081103	477	16,600	SH	DFND	16,600	0	0
PHILIP MORRIS INTL INC COM	COM	718172109	7,811	90,205	SH	DFND	89,815	0	390

PHILLIPS 66 PARTNERS LP	COM UNIT REP INT ADDED	718549207	4,186	136,100	SH	DFND	136,100	0	0
PLAINS ALL AMERN PIPELINE L P	UNIT LTD PARTN	726503105	52,171	990,714	SH	DFND	990,714	0	0
PLUM CREEK TIMBER CO INC COM	COM	729251108	482	10,300	SH	DFND	10,300	0	0
POLARIS INDS INC COM	COM	731068102	122,827	950,818	SH	DFND	703,476	8,947	238,395
PORTLAND GEN ELEC CO COM NEW	COM	736508847	4,579	162,200	SH	DFND	161,100	0	1,100
POTLATCH CORP NEW COM	COM	737630103	60,199	1,517,104	SH	DFND	1,277,231	0	239,873
PRECISION CASTPARTS CORP COM	COM	740189105	3,227	14,200	SH	DFND	11,500	0	2,700
PRICE T ROWE GROUP INC COM	COM	74144T108	4,241	58,960	SH	DFND	58,960	0	0
PRIMORIS SVCS CORP	COM	74164F103	36,965	1,450,734	SH	DFND	1,262,249	32,325	156,160
PRIVATEBANCORP INC COM	COM	742962103	62,711	2,930,402	SH	DFND	2,552,280	65,851	312,271
PROCTER & GAMBLE CO COM	COM	742718109	390	5,154	SH	DFND	5,154	0	0
PROLOGIS INC COM	COM	74340W103	975	25,923	SH	DFND	25,923	0	0
PS BUSINESS PKS INC CALIF COM	COM	69360J107	45,560	610,557	SH	DFND	558,957	0	51,600
PUBLIC STORAGE COM	COM	74460D109	3,290	20,493	SH	DFND	20,493	0	0
QEP MIDSTREAM PARTNERS LP	COM UNIT RP LTD ADDED	74735R115	3,985	176,000	SH	DFND	176,000	0	0
QUALCOMM INC COM	COM	747525103	164,665	2,446,011	SH	DFND	2,000,743	16,343	428,925
QUESTAR	COM	748356102	15,139	673,127	SH	DFND	533,727	0	139,400
RANDGOLD RES LTD ADR	ADR	752344309	3,594	50,246	SH	DFND	50,246	0	0
RAYONIER INC COM	COM	754907103	48,566	872,696	SH	DFND	872,696	0	0
RAYTHEON CO COM NEW	COM NEW	755111507	35,871	465,437	SH	DFND	465,437	0	0
REGENCY CTRS CORP COM	COM	758849103	2,553	52,800	SH	DFND	52,800	0	0
REGENCY ENERGY PARTNERS L P CO	COM UNITS LP	75885Y107	9,178	320,894	SH	DFND	320,894	0	0
REPUBLIC SVCS INC COM	COM	760759100	12,518	375,252	SH	DFND	165,502	0	209,750
REX ENERGY CORPORATION COM	COM	761565100	65,270	2,924,423	SH	DFND	2,524,755	66,003	333,665
ROADRUNNER TRANSPORTATION SYST	COM	76973q105	5,985	211,929	SH	DFND	211,929	0	0
ROBERT HALF INTL INC COM	COM	770323103	50,143	1,284,740	SH	DFND	974,162	26,399	284,179
ROCK-TENN CO CL A	CL A	772739207	139,327	1,375,796	SH	DFND	1,077,128	23,241	275,427
ROCKWELL COLLINS INC COM	COM	774341101	882	13,000	SH	DFND	0	0	13,000
ROCKWOOD HLDGS INC	COM	774415103	114,186	1,706,813	SH	DFND	1,371,189	35,589	300,035
ROSS STORES INC COM	COM	778296103	3,463	47,575	SH	DFND	46,675	0	900
SAFETY INS GROUP INC COM	COM	78648T100	2,961	55,893	SH	DFND	55,893	0	0
SCHLUMBERGER LTD COM	COM	806857108	54,877	621,071	SH	DFND	459,380	0	161,691
SHERWIN WILLIAMS CO COM	COM	824348106	2,623	14,400	SH	DFND	14,400	0	0
SIGMA ALDRICH CORP	COM	826552101	125,575	1,472,159	SH	DFND	1,090,014	15,877	366,268

SIGNET JEWELERS LIMITED SHS	COM	G81276100	41,285	576,204	SH	DFND	450,227	11,965	114,012
SILVER BAY REALTY TRUST CORP	COM	82735Q102	709	45,300	SH	DFND	45,300	0	0
SIMON PPTY GROUP INC NEW COM	COM	828806109	5,644	38,073	SH	DFND	38,073	0	0
SKYWORKS SOLUTIONS INC COM	COM	83088M102	1,200	48,300	SH	DFND	48,300	0	0
SMITH A O COM	COM	831865209	8,122	179,700	SH	DFND	179,700	0	0
SMUCKER J M CO COM NEW	COM	832696405	26,725	254,430	SH	DFND	182,452	3,643	68,335
SOUTHERN CO COM	COM	842587107	29,829	724,350	SH	DFND	724,350	0	0
SPDR GOLD TRUST GOLD SHS	SHS	78463V107	268	2,094	SH	DFND	1,673	0	421
SPECTRA ENERGY CORP	COM	847560109	57,387	1,676,500	SH	DFND	1,676,500	0	0
SPX CORP	COM	784635104	1,320	15,600	SH	DFND	15,600	0	0
STANLEY BLACK & DECKER INC COM	COM	854502101	5,053	55,790	SH	DFND	55,790	0	0
STATE BK FINL CORP COM	COM	856190103	11,610	731,590	SH	DFND	717,092	14,498	0
SUBURBAN PROPANE PARTNERS, LP	UNIT LTD PARTN	864482104	7,925	169,329	SH	DFND	169,329	0	0
SUMMIT HOTEL PPTYS INC COM	COM	866082100	7,817	850,650	SH	DFND	850,650	0	0
SUMMIT MIDSTREAM PARTNERS LP	COM UNIT LTD	866142102	8,428	248,256	SH	DFND	248,256	0	0
SUNOCO LOGISTICS PARTNERS LP	COM UNITS	86764L108	8,369	125,941	SH	DFND	125,941	0	0
SVB FINL GROUP COM	COM	78486Q101	83,001	960,997	SH	DFND	761,091	18,298	181,608
SYNERGY RES CORP	COM	87164P103	3,654	374,790	SH	DFND	374,790	0	0
SYSCO CORP COM	COM	871829107	1,235	38,800	SH	DFND	38,800	0	0
TAL INTL GROUP INC COM	COM	874083108	37,508	802,655	SH	DFND	706,955	16,915	78,785
TARGET CORP COM	COM	87612E106	98,899	1,545,776	SH	DFND	1,156,230	17,446	372,100
TE CONNECTIVITY LTD REG SHS	COM	H84989104	1,232	23,800	SH	DFND	23,800	0	0
TENARIS S A SPONSORED ADR	SPONSORED ADR	88031M109	15,246	325,918	SH	DFND	325,918	0	0
TESORO LOGISTICS LP COM UNIT L	COM UNIT LP	88160T107	17,792	306,763	SH	DFND	306,763	0	0
TEVA PHARMACEUTICAL INDS LTD A	ADR	881624209	15,567	412,051	SH	DFND	412,051	0	0
TEXTRON INC COM	COM	883203101	2,753	99,715	SH	DFND	99,715	0	0
THOR INDS INC COM	COM	885160101	47,539	819,078	SH	DFND	663,796	15,417	139,865
TIME WARNER INC COM NEW	COM NEW	887317303	138,187	2,099,785	SH	DFND	1,664,353	16,068	419,364
TIMKEN CO COM	COM	887389104	84,938	1,406,265	SH	DFND	1,115,887	29,988	260,390
TJX COS INC NEW COM	COM	872540109	4,120	73,060	SH	DFND	71,930	0	1,130
TRAVELERS COMPANIES INC COM	COM	89417E109	50,520	595,965	SH	DFND	595,965	0	0
TREX COMPANY INC	COM	89531P105	51,781	1,045,440	SH	DFND	942,658	22,582	80,200
TRINITY INDS INC COM	COM	896522109	46,622	1,028,044	SH	DFND	803,644	20,695	203,705
TRUE BLUE INC COM	COM	89785x101	39,635	1,650,762	SH	DFND	1,417,697	36,664	196,401
TUPPERWARE BRANDS CORP COM	COM	899896104	82,090	950,442	SH	DFND	759,485	18,242	172,715

ULTRA PETROLEUM CORP COM	COM	903914109	6,708	326,115	SH	DFND	138,410	0	187,705
UNION PAC CORP COM	COM	907818108	119,273	767,822	SH	DFND	590,492	8,337	168,993
UNITED TECHNOLOGIES CORP COM	COM	913017109	111,206	1,031,400	SH	DFND	766,539	10,389	254,472
UNUM GROUP COM	COM	91529Y106	1,251	41,100	SH	DFND	41,100	0	0
US BANCORP DEL COM NEW	COM NEW	902973304	114,925	3,141,748	SH	DFND	2,759,215	21,028	361,505
VALE S A ADR	ADR	91912E105	6,690	428,573	SH	DFND	428,573	0	0
VARIAN MED SYS INC COM	COM	92220P105	56,161	751,520	SH	DFND	556,621	7,324	187,575
VENTAS INC COM	COM	92276F100	102,846	1,672,291	SH	DFND	1,249,691	0	422,600
VIACOM INC NEW CL B	CL B	92553P201	107,983	1,291,971	SH	DFND	944,775	12,651	334,545
VORNADO RLTY TR SH BEN INT	SH BEN INT	929042109	926	11,020	SH	DFND	11,020	0	0
WADDELL & REED FINL INC CL A	CL A	930059100	2,008	39,015	SH	DFND	38,315	0	700
WAL-MART STORES INC COM	COM	931142103	31,243	422,425	SH	DFND	422,425	0	0
WASHINGTON REAL ESTATE INVT TR	SH BEN INT	939653101	467	18,500	SH	DFND	18,500	0	0
WATTS WATER TECHNOLOGIES	CL A	942749102	72,522	1,286,532	SH	DFND	1,109,766	30,431	146,335
WEINGARTEN RLTY INVS SH BEN IN	SH BEN INT	948741103	445	15,175	SH	DFND	15,175	0	0
WELLS FARGO & CO NEW COM	COM	949746101	171,116	4,141,232	SH	DFND	3,168,886	46,909	925,437
WESCO INTL INC COM	COM	95082P105	52,427	685,052	SH	DFND	503,404	6,678	174,970
WESTERN DIGITAL CORP COM	COM	958102105	13,138	207,219	SH	DFND	202,430	4,289	500
WESTERN GAS EQUITY PARTNERS	COMUNT LTD PT	95825R103	3,870	104,050	SH	DFND	104,050	0	0
WESTERN GAS PARTNERS LP COM UN	COM UNIT LP IN	958254104	32,564	541,561	SH	DFND	541,561	0	0
WEYERHAEUSER CO COM	COM	962166104	879	30,700	SH	DFND	30,700	0	0
WILLIAMS COS INC DEL COM	COM	969457100	13,189	362,736	SH	DFND	362,736	0	0
WINTRUST FINANCIAL CORP COM	COM	97650W108	72,159	1,756,971	SH	DFND	1,525,709	39,939	191,323
WISCONSIN ENERGY CORP COM	COM	976657106	7,414	183,616	SH	DFND	97,016	0	86,600
WOLVERINE WORLD WIDE INC COM	COM	978097103	5,928	101,800	SH	DFND	101,800	0	0
WORLD POINT TERMINALS LP	UNIT REP LTD PT ADDED	98159G107	11,144	556,600	SH	DFND	556,600	0	0
WUXI PHARMATECH CAYMAN-ADR	SPONS ADR SHS	929352102	3,650	133,211	SH	DFND	133,211	0	0