| SEC Form 4 |
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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 [*] FRANK RICHARD M | | | 2. Issuer Name and Ticker or Trading Symbol WESTWOOD HOLDINGS GROUP INC WHG | 5. Relationship of Reporting Person(s) to Iss (Check all applicable) X Director 10% Ow | n(s) to Issuer 10% Owner |
|---|--------------------|----------------|---|---|-----------------------------|
| (Last) 200 CRESCEI SUITE 1200 | 200 CRESCENT COURT | | 3. Date of Earliest Transaction (Month/Day/Year) 11/18/2021 | Officer (give title X Other (s below) Chairman | pecify |
| (Street) DALLAS (City) | TX (State) | 75201 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) 11/22/2021 | 6. Individual or Joint/Group Filing (Check Ap Line) X Form filed by One Reporting Perso Form filed by More than One Repo Person | on . |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date | 2A. Deemed Execution Date, | 3. Transa | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and | | | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect | |
|---------------------------------|------------------------|-------------------------------|--------------|--------|---|---------------|---------|---|------------------------------|---------------------------------------|--|
| | (Month/Day/Year) | if any (Month/Day/Year) | Code (8) | Instr. | 5) | | | Beneficially Owned Following Reported | (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | |
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | | |
| common stock | 11/18/2021 | | Р | | 502 | Α | \$17.5 | 53,868 | D | | |
| common stock | 11/19/2021 | | Р | | 4,498 | Α | \$17.5 | 58,366 | D | | |
| common stock | 11/22/2021 | | Р | | 1,516 | Α | \$16.65 | 59,882 | D | | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

| L | (e.g., puts, cans, warrants, options, convertible securities) | | | | | | | | | | | | | | | |
|---|---|---|--|---|------------------------------|---|-----|-----|--|---|-------|---|--|--|--|--|
| | L. 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. Transa Code (8) | | of | | 6. Date Exerc Expiration Da (Month/Day/Y | 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) | | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

Remarks:

Julie K. Gerron as attorney-in-12/01/2021

<u>fact</u>

** 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.