

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**

OMB APPROVAL

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

**FORM 13F COVER PAGE**

Report for the Calendar Year or Quarter Ended: 06-30-2014

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: WILLIAM R. HARDCASTLE, JR.

Title: CHIEF FINANCIAL OFFICER

Phone: 214-756-6900

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

/S/ WILLIAM R. HARDCASTLE, JR. DALLAS, TX 08-14-2014  
[Signature] [City, State] [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: 2

Form 13F Information Table Entry Total: 309

Form 13F Information Table Value Total: 13,586,926

(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	028-05046	WESTWOOD MANAGEMENT CORP.
3	028-16146	WESTWOOD INTERNATIONAL ADVISORS INC.

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**FORM 13F INFORMATION TABLE**

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGER	VOTING AUTHORITY SOLE SHARED NONE		
ABBOTT LABS	COM	002824100	164,393	4,019,390	SH		DFND	2	3,565,787	35,005	418,598
ABBVIE INC	COM	00287Y109	547	9,700	SH		DFND	2	9,700	0	0
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	152,398	1,885,182	SH		DFND	2	1,677,845	12,418	194,919
ACCESS MIDSTREAM PARTNERS L.P.	UNIT	00434L109	52,094	819,729	SH		DFND	2	819,729	0	0
ACE LTD	SHS	H0023R105	8,373	80,745	SH		DFND	3	80,745	0	0
ADVANCE AUTO PARTS INC	COM	00751Y106	125,264	928,432	SH		DFND	2	745,466	9,081	173,885
AGCO CORP	COM	001084102	4,349	77,351	SH		DFND	3	77,351	0	0
AGRIUM INC	COM	008916108	1,321	14,395	SH		DFND	3	14,395	0	0
ALEXANDRIA REAL ESTATE EQ INC	COM	015271109	143,183	1,844,185	SH		DFND	2	1,693,665	0	150,520
ALLETE INC	COM NEW	018522300	7,543	146,900	SH		DFND	2	146,900	0	0
ALLIANCE HOLDINGS GP LP	COM UNITS LP	01861G100	9,933	153,310	SH		DFND	2	153,310	0	0
ALTERA CORP	COM	021441100	16,930	487,055	SH		DFND	2	213,755	0	273,300
AMC NETWORKS INC	COM	00164v103	185,375	3,014,725	SH		DFND	2	2,459,271	48,409	507,045
AMDOCS LTD	ORD	G02602103	284,586	6,142,570	SH		DFND	2	5,094,509	88,915	959,146
AMERICAN CAMPUS COMMUNITIES	COM	024835100	1,182	30,900	SH		DFND	2	30,900	0	0
AMERICAN INTL GROUP INC	COM NEW	026874784	133,422	2,444,517	SH		DFND	2	2,083,640	29,992	330,885
AMERICAN TOWER CORP NEW	COM	03027X100	3,581	39,800	SH		DFND	2	39,800	0	0
AMERISAFE INC	COM	03071H100	4,277	105,153	SH		DFND	2	105,153	0	0
AMPHENOL CORP NEW	CL A	032095101	12,696	131,779	SH		DFND	2	82,640	0	49,139
ANADARKO PETE CORP	COM	032511107	12,556	114,701	SH		DFND	2	110,569	4,032	100
APOGEE ENTERPRISES INC	COM	037598109	54,281	1,557,116	SH		DFND	2	1,382,222	33,914	140,980
APPLE INC	COM	037833100	145,772	1,568,617	SH		DFND	2	1,342,601	19,067	206,949
ARC LOGISTICS PARTNERS LP	COM UT REP LPN	03879N101	5,348	216,700	SH		DFND	2	216,700	0	0
AT&T INC	COM	00206R102	190,421	5,385,197	SH		DFND	2,3	4,868,714	38,227	478,256

AVAGO TECHNOLOGIES LTD	COM	Y0486S104	13,925	193,217	SH	DFND	2	120,580	0	72,637
AVALONBAY CMNTYS INC	COM	053484101	1,793	12,609	SH	DFND	2	12,609	0	0
AVG TECHNOLOGIES N V	SHS	N07831105	78,256	3,887,513	SH	DFND	2	3,363,366	75,322	448,825
AXIS CAPITAL HOLDINGS LTD	SHS	G0692U109	2,613	59,000	SH	DFND	2	59,000	0	0
B/E AEROSPACE, INC	COM	073302101	81,731	883,677	SH	DFND	2	676,301	17,265	190,111
BANCFIRST CORP	COM	05945F103	3,870	62,523	SH	DFND	2	62,523	0	0
BANK OF AMERICA CORPORATION	COM	060505104	145,498	9,466,305	SH	DFND	2	7,983,449	98,167	1,384,689
BANKUNITED INC	COM	06652K103	95,188	2,843,141	SH	DFND	2	2,250,205	61,691	531,245
BARD C R INC	COM	067383109	4,862	34,000	SH	DFND	2	34,000	0	0
BBCN BANCORP INC	COM	073295107	7,253	454,745	SH	DFND	2	454,745	0	0
BECTON DICKINSON & CO	COM	075887109	161,477	1,364,980	SH	DFND	2	1,209,289	12,089	143,602
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	2,169	17,142	SH	DFND	2	15,223	0	1,919
BOEING CO	COM	097023105	96,023	754,720	SH	DFND	2	692,278	5,751	56,691
BOISE CASCADE CO DEL	COM	09739D100	66,933	2,337,046	SH	DFND	2	2,077,332	50,719	208,995
BONANZA CREEK ENERGY INC	COM	097793103	53,189	930,033	SH	DFND	2	816,052	19,766	94,215
BORGWARNER INC	COM	099724106	32,888	504,498	SH	DFND	2	347,715	8,383	148,400
BOSTON PROPERTIES INC	COM	101121101	2,954	25,000	SH	DFND	2	25,000	0	0
BRANDYWINE REALTY TRUST	SH BEN INT NEW	105368203	591	37,900	SH	DFND	2	37,900	0	0
BRISTOL MYERS SQUIBB CO	COM	110122108	3,327	68,591	SH	DFND	3	68,591	0	0
BROADRIDGE FINANCIAL SOLUTIONS	COM	11133t103	78,351	1,881,639	SH	DFND	2	1,434,039	37,030	410,570
CABELAS INC	COM	126804301	2,524	40,450	SH	DFND	2	40,000	0	450
CAMDEN PPTY TR	SH BEN INT	133131102	1,193	16,767	SH	DFND	2	16,767	0	0
CAMERON INTERNATIONAL CORP	COM	13342B105	4,264	62,971	SH	DFND	3	62,971	0	0
CANADIAN NATIONAL RALWAY	COM	136375102	3,355	51,600	SH	DFND	2	51,600	0	0
CAPITAL ONE FINL CORP	COM	14040H105	128,792	1,559,212	SH	DFND	2,3	1,318,453	18,736	222,023
CARDTRONICS INC	COM	14161h108	41,886	1,229,039	SH	DFND	2	1,054,405	11,599	163,035
CAREFUSION CORP	COM	14170T101	107,974	2,434,580	SH	DFND	2	1,874,582	48,923	511,075
CATERPILLAR INC DEL	COM	149123101	4,108	37,802	SH	DFND	2,3	37,802	0	0
CBL & ASSOC PPTYS INC	COM	124830100	1,577	83,000	SH	DFND	2	83,000	0	0
CHEMICAL FINL CORP	COM	163731102	7,317	260,572	SH	DFND	2	260,572	0	0
CHEVRON CORP NEW	COM	166764100	160,547	1,229,773	SH	DFND	2	1,085,664	8,155	135,954

CIGNA CORPORATION	COM	125509109	55,622	604,785	SH	DFND	2	502,200	5,884	96,701
CIT GROUP INC	COM NEW	125581801	109,366	2,390,002	SH	DFND	2	2,046,277	28,144	315,581
CLOUD PEAK ENERGY INC	COM	18911Q102	78,622	4,268,320	SH	DFND	2	3,687,020	104,861	476,439
COHERENT INC	COM	192479103	6,354	96,020	SH	DFND	2	96,020	0	0
COLFAX CORP	COM	194014106	94,000	1,261,061	SH	DFND	2	982,033	26,480	252,548
COLGATE PALMOLIVE CO	COM	194162103	124,904	1,831,964	SH	DFND	2	1,554,157	20,227	257,580
COLUMBIA BKG SYS INC	COM	197236102	7,330	278,608	SH	DFND	2	278,608	0	0
COMCAST CORP NEW	CL A	20030N101	173,795	3,237,601	SH	DFND	2	2,904,982	27,006	305,613
COMERICA INC	COM	200340107	44,268	882,531	SH	DFND	2	683,174	16,957	182,400
COMPASS MINERALS INTL INC	COM	20451N101	464	4,850	SH	DFND	2	4,850	0	0
CONOCOPHILLIPS	COM	20825C104	433	5,050	SH	DFND	2	5,050	0	0
CONSOL ENERGY INC	COM	20854P109	20,421	443,255	SH	DFND	2	332,555	0	110,700
CONTANGO OIL & GAS COMPANY	COM	21075N204	7,570	178,918	SH	DFND	2	178,918	0	0
CONTINENTAL BUILDING PRODUCT	COM	211171103	4,629	300,586	SH	DFND	2	300,586	0	0
COPA HOLDINGS	CL A	P31076105	11,923	83,631	SH	DFND	2,3	58,426	0	25,205
CORESITE RLTY CORP	COM	21870Q105	4,286	129,618	SH	DFND	2	129,618	0	0
COVIDIEN PLC	SHS	G2554F113	5,109	56,650	SH	DFND	2	56,570	0	80
CREDICORP LTD	COM	G2519Y108	34,123	219,484	SH	DFND	2,3	195,736	0	23,748
CRESTWOOD MIDSTREAM PARTNERS	UNIT LTD PARTNER	226378107	42,863	1,942,121	SH	DFND	2	1,942,121	0	0
CUBESMART	COM	229663109	4,338	236,778	SH	DFND	2	236,778	0	0
CYRUSONE INC	COM	23283R100	8,844	355,167	SH	DFND	2	355,167	0	0
DELEK LOGISTICS PARTNERS LP	UNT RP INT	24664T103	9,288	269,608	SH	DFND	2	269,608	0	0
DENTSPLY INTL INC NEW	COM	249030107	3,111	65,700	SH	DFND	2	65,700	0	0
DIAMONDROCK HOSPITALITY CO	COM	252784301	36,701	2,862,761	SH	DFND	2	2,512,861	0	349,900
DIGITAL RLTY TR INC	COM	253868103	1,196	20,500	SH	DFND	2	20,500	0	0
DOUGLAS EMMETT INC	COM	25960P109	607	21,500	SH	DFND	2	21,500	0	0
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	22,549	384,925	SH	DFND	2	197,325	0	187,600
DTS INC	COM	23335c101	7,231	392,755	SH	DFND	2	392,755	0	0
DU PONT E I DE NEMOURS & CO	COM	263534109	42,387	647,720	SH	DFND	2	647,720	0	0
DUN & BRADSTREET CORP DEL NEW	COM	26483E100	8,097	73,477	SH	DFND	3	73,477	0	0
EAST WEST BANCORP INC	COM	27579R104	45,165	1,290,791	SH	DFND	2	1,012,746	26,498	251,547
EATON VANCE CORP	COM NON VTG	278265103	3,242	85,800	SH	DFND	2	85,800	0	0

EMERSON ELEC CO	COM	291011104	372	5,605	SH	DFND	2	5,605	0	0
EMPLOYERS HOLDINGS INC	COM	292218104	18,242	861,271	SH	DFND	2	843,896	17,375	0
ENABLE MIDSTREAM PARTNERS LP	COM UNIT RP IN	292480100	10,930	417,325	SH	DFND	2	417,325	0	0
ENERGIZER HOLDINGS INC	COM	29266r108	86,443	708,374	SH	DFND	2	566,356	15,478	126,540
ENERGY TRANSFER EQUITY L P	COM UT LTD PTN	29273V100	48,326	819,914	SH	DFND	2	819,914	0	0
ENERGY TRANSFER PRTRNS L P	UNIT LTD PARTN	29273R109	21,251	366,579	SH	DFND	2	366,579	0	0
ENERSIS S A SPONSORED ADR	SPONSORED ADR	29274F104	11,679	693,090	SH	DFND	2	693,090	0	0
ENLINK MIDSTREAM LLC	COM UNIT REP LTD	29336t100	10,784	258,867	SH	DFND	2	258,867	0	0
ENTERPRISE PRODS PARTNERS L P	COM	293792107	110,690	1,413,850	SH	DFND	2	1,413,850	0	0
EOG RES INC	COM	26875P101	131,307	1,123,631	SH	DFND	2	952,637	11,782	159,212
EQT CORP	COM	26884L109	86,003	804,516	SH	DFND	2	618,471	10,484	175,561
EQT MIDSTREAM PARTNERS LP UNIT	UNIT LTD PARTN	26885B100	18,357	189,752	SH	DFND	2	189,752	0	0
EQUIFAX INC	COM	294429105	85,025	1,172,113	SH	DFND	2	903,818	24,692	243,603
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1,184	18,800	SH	DFND	2	18,800	0	0
EXPRESS SCRIPTS HLDG CO	COM	30219G108	112,854	1,627,784	SH	DFND	2	1,401,516	14,584	211,684
EXXON MOBIL CORP	COM	30231G102	155,972	1,549,185	SH	DFND	2,3	1,368,469	10,206	170,510
FAMILY DLR STORES INC	COM	307000109	3,148	47,600	SH	DFND	2	47,600	0	0
FEDEX CORP	COM	31428X106	81,890	540,953	SH	DFND	2	450,831	5,447	84,675
FIRST FINL BANCORP OH	COM	320209109	56,049	3,256,785	SH	DFND	2	2,774,959	66,219	415,607
FLIR SYS INC	COM	302445101	67,458	1,942,341	SH	DFND	2	1,429,680	41,776	470,885
FLOWERVE CORP	COM	34354P105	7,859	105,700	SH	DFND	2	105,615	0	85
FOMENTO ECONOMICO MEXICANO SAB	SPON ADR UNITS	344419106	28,449	303,782	SH	DFND	2,3	271,277	0	32,505
FORESIGHT ENERGY LP	SHS	34552U104	10,920	537,950	SH	DFND	2	537,950	0	0
FRANKLIN RES INC	COM	354613101	11,563	199,920	SH	DFND	2	189,210	0	10,710
FREEPORT-MCMORAN COPPER & GOLD	COM	35671D857	3,730	102,201	SH	DFND	3	102,201	0	0
GARMIN LTD	SHS	H2906T109	23,210	381,105	SH	DFND	2	219,159	5,746	156,200
GASLOG PARTNERS LP	UNIT LTD PTNRP	Y2687W108	1,226	33,700	SH	DFND	2	33,700	0	0
GENERAC HOLDINGS INC	COM	368736104	4,350	89,239	SH	DFND	3	89,239	0	0
GENERAL DYNAMICS CORP	COM	369550108	583	5,000	SH	DFND	2	5,000	0	0
GENERAL ELECTRIC CO	COM	369604103	183,373	6,977,654	SH	DFND	2	6,354,121	36,402	587,131
GENERAL MLS INC	COM	370334104	179,105	3,408,928	SH	DFND	2	3,145,308	20,762	242,858

GENERAL MTRS CO	COM	37045V100	14,727	405,706	SH	DFND	2	394,529	9,327	1,850
GENUINE PARTS CO	COM	372460105	457	5,200	SH	DFND	2	5,200	0	0
GILBRALTAR INDUSTRIES INC	COM	374689107	3,783	243,923	SH	DFND	2	243,923	0	0
GILEAD SCIENCES INC	COM	375558103	5,290	63,800	SH	DFND	2	62,900	0	900
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	104,471	1,953,470	SH	DFND	2	1,633,274	25,381	294,815
GORMAN-RUPP CO	COM	383082104	7,321	206,978	SH	DFND	2	206,978	0	0
GRAINGER W W INC	COM	384802104	12,071	47,475	SH	DFND	2	47,175	0	300
HAEMONETICS CORP	COM	405024100	47,572	1,348,408	SH	DFND	2	1,179,957	30,425	138,026
HARTFORD FINL SVCS GROUP INC	COM	416515104	172,145	4,807,180	SH	DFND	2	4,070,492	43,524	693,164
HASBRO INC	COM	418056107	772	14,554	SH	DFND	2	8,954	0	5,600
HCC INS HLDGS INC	COM	404132102	41,724	852,546	SH	DFND	2	660,699	17,247	174,600
HCP INC	COM	40414L109	3,033	73,300	SH	DFND	2	73,300	0	0
HEARTLAND EXPRESS INC	COM	422347104	7,561	354,315	SH	DFND	2	354,315	0	0
HEARTLAND PMT SYS INC	COM	42235N108	5,323	129,171	SH	DFND	2	129,171	0	0
HENRY JACK & ASSOC INC	COM	426281101	43,659	734,628	SH	DFND	2	565,243	15,100	154,285
HOME DEPOT INC	COM	437076102	117,128	1,446,738	SH	DFND	2	1,225,446	17,422	203,870
HONEYWELL INTL INC	COM	438516106	170,692	1,836,378	SH	DFND	2,3	1,560,581	16,758	259,039
HOSPIRA INC	COM	441060100	85,601	1,666,363	SH	DFND	2	1,294,457	34,091	337,815
HOST HOTELS & RESORTS INC	COM	44107P104	914	41,518	SH	DFND	2	41,518	0	0
HUBBELL INC CL B	CL B	443510201	35,337	286,945	SH	DFND	2	214,192	5,488	67,265
HUDSON PAC PPTYS INC	COM	444097109	621	24,500	SH	DFND	2	24,500	0	0
HURCO COMPANIES INC	COM	447324104	3,318	117,676	SH	DFND	2	117,676	0	0
HYSTER YALE MATLS HANDLING	CL A	449172105	3,570	40,319	SH	DFND	2	40,319	0	0
INLAND REAL ESTATE CORP	COM NEW	457461200	36,955	3,476,506	SH	DFND	2	3,075,020	0	401,486
INTERACTIVE CORP	COM	44919p508	155,146	2,241,035	SH	DFND	2	1,781,313	37,361	422,361
INTERNATIONAL BUSINESS MACHS	COM	459200101	4,081	22,512	SH	DFND	3	22,512	0	0
INVESCO LTD	SHS	G491BT108	114,557	3,034,622	SH	DFND	2	2,558,443	28,099	448,080
J & J SNACK FOODS CORP	COM	466032109	7,481	79,488	SH	DFND	2	79,488	0	0
J2 GLOBAL INC	COM	48123V102	93,050	1,829,527	SH	DFND	2	1,456,384	31,980	341,163
JOHNSON & JOHNSON	COM	478160104	274,329	2,622,147	SH	DFND	2	2,340,941	18,959	262,247
JOY GLOBAL INC	COM	481165108	66,071	1,072,937	SH	DFND	2	796,321	20,776	255,840
JPMORGAN CHASE & CO	COM	46625H100	192,437	3,339,748	SH	DFND	2,3	2,870,568	36,816	432,364
KAMAN CORP	COM	483548103	4,616	108,022	SH	DFND	2	108,022	0	0
KAPSTONE PAPER & PACKAGING C	COM	48562p103	5,535	167,062	SH	DFND	2	167,062	0	0

KELLY SVCS INC	CL A	488152208	7,178	418,045	SH	DFND	2	418,045	0	0
KILROY RLTY CORP	COM	49427F108	610	9,800	SH	DFND	2	9,800	0	0
KIMCO RLTY CORP	COM	49446R109	870	37,852	SH	DFND	2	37,852	0	0
KINDER MORGAN ENERGY PARTNERS	UT LTD PARTNER	494550106	18,748	228,055	SH	DFND	2,3	228,055	0	0
KINDER MORGAN INC DEL	COM	49456B101	79,496	2,192,380	SH	DFND	2	2,192,380	0	0
KNOLL INC	COM NEW	498904200	17,777	1,025,813	SH	DFND	2	916,276	17,968	91,569
KONINKLIJKE PHILIP	COM	500472303	1,303	41,062	SH	DFND	3	41,062	0	0
KRAFT FOODS GROUP INC	COM	50076Q106	6,623	110,468	SH	DFND	3	110,468	0	0
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	596	16,900	SH	DFND	2	16,900	0	0
LAZARD LTD	SHS A	G54050102	3,125	60,600	SH	DFND	2	60,600	0	0
LEAR CORP	COM NEW	521865204	88,727	993,360	SH	DFND	2	758,841	20,274	214,245
LEGACY RESERVES LP	UNIT LP INT	524707304	10,878	348,200	SH	DFND	2	348,200	0	0
LIBERTY PPTY TR	SH BEN INT	531172104	1,145	30,200	SH	DFND	2	30,200	0	0
LIFE TIME FITNESS INC	COM	53217R207	85,159	1,747,200	SH	DFND	2	1,349,930	36,289	360,981
LINN ENERGY LLC	UNIT LTD LIAB	536020100	17,004	525,623	SH	DFND	2	525,623	0	0
LITHIA MTRS INC	CL A	536797103	63,407	674,036	SH	DFND	2	579,488	14,072	80,476
LITTELFUSE INC	COM	537008104	7,623	82,008	SH	DFND	2	82,008	0	0
LOWES COS INC COM	COM	548661107	509	10,600	SH	DFND	2	10,600	0	0
MACERICH CO COM	COM	554382101	601	9,000	SH	DFND	2	9,000	0	0
MAGELLAN MIDSTREAM PRTNRS LP C	COM UNIT RP LP	559080106	64,717	770,075	SH	DFND	2	770,075	0	0
MANPOWERGROUP INC	COM	56418H100	64,055	754,916	SH	DFND	2	580,966	16,938	157,012
MARATHON PETE CORP	COM	56585A102	2,713	34,750	SH	DFND	2	34,700	0	50
MARCUS CORPORATION	COM	566330106	5,813	318,503	SH	DFND	2	318,503	0	0
MARKWEST ENERGY PARTNERS LP	UNIT LTD PARTN	570759100	21,952	306,672	SH	DFND	2	306,672	0	0
MATRIX SVC CO	COM	576853105	3,614	110,209	SH	DFND	2	110,209	0	0
MCCORMICK & CO INC	COM NON VTG	579780206	118,810	1,659,585	SH	DFND	2	1,418,079	13,893	227,613
MCDONALDS CORP	COM	580135101	10,232	101,569	SH	DFND	2	98,481	3,088	0
MEADWESTVACO CORP	COM	583334107	33,399	754,607	SH	DFND	2	577,158	16,019	161,430
MEDNAX INC	COM	58502b106	78,050	1,342,217	SH	DFND	2	1,030,332	29,925	281,960
MEREDITH CORP	COM	589433101	58,437	1,208,372	SH	DFND	2	943,862	21,951	242,559
MERIT MEDICAL SYSTEMS, INC.	COM	589889104	5,055	334,758	SH	DFND	2	334,758	0	0
METLIFE INC	COM	59156R108	102,362	1,842,362	SH	DFND	2,3	1,670,960	9,795	161,607
METLIFE INC	UNIT 99/99/9999	59156R116	6,344	198,489	SH	DFND	2	198,489	0	0



MICROCHIP TECHNOLOGY INC	COM	595017104	1,562	32,000	SH	DFND	2	32,000	0	0
MICROSOFT CORP	COM	594918104	45,798	1,098,273	SH	DFND	2	1,097,673	0	600
MID-AMER APT CMNTYS INC	COM	59522J103	1,191	16,300	SH	DFND	2	16,300	0	0
MOHAWK INDUSTRIES INC	COM	608190104	29,730	214,903	SH	DFND	2	150,680	3,723	60,500
MONDELEZ INTL INC	CL A	609207105	4,949	131,594	SH	DFND	3	131,594	0	0
MOODYS CORP	COM	615369105	8,381	95,605	SH	DFND	3	95,605	0	0
MSC INDL DIRECT INC	CL A	553530106	117,786	1,231,566	SH	DFND	2	1,032,293	11,451	187,822
NATIONAL OILWELL VARCO INC	CL A	637071101	1,680	20,400	SH	DFND	2	20,400	0	0
NATIONAL RETAIL PPTYS INC	COM	637417106	1,837	49,394	SH	DFND	2,3	49,394	0	0
NETEASE INC	SPONSORED ADR	64110W102	8,009	102,213	SH	DFND	2	0	0	102,213
NEW JERSEY RESOURCES CORP	COM	646025106	28,628	500,832	SH	DFND	2	453,277	7,160	40,395
NEXTERA ENERGY INC	COM	65339F101	148,301	1,447,126	SH	DFND	2	1,283,090	10,760	153,276
NGL ENERGY PARTNERS LP	COM UNIT REPST	62913M107	10,432	240,696	SH	DFND	2	240,696	0	0
NORTHWESTERN CORP	COM NEW	668074305	7,576	145,153	SH	DFND	2	145,153	0	0
NOVARTIS A G	SPONSORED ADR	66987V109	87,888	970,818	SH	DFND	2	970,818	0	0
OASIS PETE INC NEW	COM	674215108	109,706	1,962,889	SH	DFND	2	1,552,792	43,160	366,937
OCCIDENTAL PETE CORP DEL	COM	674599105	164,330	1,601,183	SH	DFND	2	1,416,636	10,521	174,026
OMNICELL, INC.	COM	68213n109	7,660	266,821	SH	DFND	2	266,821	0	0
OMNICOM GROUP INC	COM	681919106	5,458	76,632	SH	DFND	3	76,632	0	0
ON SEMICONDUCTOR CORP	COM	682189105	63,164	6,910,741	SH	DFND	2	5,294,561	146,325	1,469,855
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	9,625	164,246	SH	DFND	2	164,246	0	0
PACIFIC CONTINENTAL CORP	COM	69412V108	3,560	259,270	SH	DFND	2	259,270	0	0
PARKER HANNIFIN CORP	COM	701094104	2,216	17,625	SH	DFND	2	12,825	0	4,800
PBF LOGISTICS LP	UNIT LTD PTNR	69318q104	1,412	51,300	SH	DFND	2	51,300	0	0
PDC ENERGY INC	COM	69327R101	35,192	557,270	SH	DFND	2	473,070	10,756	73,444
PEPSICO INC	COM	713448108	213,004	2,384,199	SH	DFND	2	2,178,774	15,467	189,958
PERKINELMER	COM	714046109	42,186	900,646	SH	DFND	2	691,397	18,329	190,920
PETSMART INC	COM	716768106	1,591	26,600	SH	DFND	2	26,600	0	0
PFIZER INC	COM	717081103	493	16,600	SH	DFND	2	16,600	0	0
PLAINS ALL AMERN PIPELINE L P	UNIT LTD PARTN	726503105	71,374	1,188,574	SH	DFND	2	1,188,574	0	0
PLAINS GP HOLDINGS LP	COM	72651A108	46,742	1,461,143	SH	DFND	2	1,461,143	0	0

PLUM CREEK TIMBER CO INC	COM	729251108	595	13,200	SH	DFND	2	13,200	0	0
POTLATCH CORP NEW	NEW COM	737630103	62,138	1,500,906	SH	DFND	2	1,261,033	0	239,873
PRECISION CASTPARTS CORP	COM	740189105	3,584	14,200	SH	DFND	2	11,500	0	2,700
PRICE T ROWE GROUP INC	COM	74144T108	5,607	66,431	SH	DFND	2,3	66,431	0	0
PRIMORIS SVCS CORP	COM	74164F103	37,403	1,296,904	SH	DFND	2	1,115,254	27,890	153,760
PRIVATEBANCORP INC	COM	742962103	81,863	2,817,019	SH	DFND	2	2,309,585	57,763	449,671
PROCTER & GAMBLE CO	COM	742718109	393	5,004	SH	DFND	2	5,004	0	0
PROLOGIS INC	COM	74340W103	1,106	26,923	SH	DFND	2	26,923	0	0
PS BUSINESS PKS INC CALIF	COM	69360J107	53,969	646,413	SH	DFND	2	594,813	0	51,600
PUBLIC STORAGE	COM	74460D109	2,262	13,200	SH	DFND	2	13,200	0	0
QEP MIDSTREAM PARTNERS LP	COM UNIT RP LTD	74735R115	10,632	412,899	SH	DFND	2	412,899	0	0
QUALCOMM INC	COM	747525103	201,938	2,549,725	SH	DFND	2	2,318,141	17,627	213,957
QUESTAR CORP	COM	748356102	81,741	3,296,005	SH	DFND	2	2,600,237	69,803	625,965
RANDGOLD RES LTD	ADR	752344309	4,508	53,281	SH	DFND	2,3	53,281	0	0
RAYTHEON CO	COM NEW	755111507	48,265	523,195	SH	DFND	2,3	523,195	0	0
REGENCY CTRS CORP	COM	758849103	3,976	71,400	SH	DFND	2	71,400	0	0
REGENCY ENERGY PARTNERS L P	COM UNITS LP	75885Y107	28,727	891,869	SH	DFND	2	891,869	0	0
REPUBLIC SVCS INC	COM	760759100	208	5,472	SH	DFND	2	5,472	0	0
REX ENERGY CORPORATION	COM	761565100	48,149	2,718,721	SH	DFND	2	2,354,300	57,481	306,940
ROADRUNNER TRANSPORTATION SYST	COM	76973q105	7,439	264,732	SH	DFND	2	264,732	0	0
ROBERT HALF INTL INC	COM	770323103	53,151	1,113,352	SH	DFND	2	809,147	20,426	283,779
ROCK-TENN CO	CL A	772739207	50,452	477,814	SH	DFND	2	378,519	10,195	89,100
ROCKWOOD HLDGS INC	COM	774415103	124,722	1,641,284	SH	DFND	2	1,309,129	33,670	298,485
ROSS STORES INC	COM	778296103	3,065	46,345	SH	DFND	2	39,035	0	7,310
RSP PERMIAN INC	COM	74978Q105	2,896	89,265	SH	DFND	2	89,265	0	0
RUSH ENTERPRISES	COM	781846209	24,254	699,578	SH	DFND	2	628,449	10,784	60,345
SAFETY INS GROUP INC	COM	78648T100	3,596	69,993	SH	DFND	2	69,993	0	0
SANDISK CORP	COM	80004C101	1,974	18,900	SH	DFND	2	18,900	0	0
SCHLUMBERGER LTD	COM	806857108	2,913	24,700	SH	DFND	2	24,355	0	345
SEAWORLD ENTERTAINMENT INC	COM	81282V100	76,124	2,687,043	SH	DFND	2	2,062,533	53,095	571,415
SHERWIN WILLIAMS CO	COM	824348106	12,532	60,565	SH	DFND	2	60,340	0	225

SILVER BAY REALTY TRUST CORP	COM	82735Q102	517	31,700	SH	DFND	2	31,700	0	0
SIMON PPTY GROUP INC	COM	828806109	4,784	28,773	SH	DFND	2	28,773	0	0
SKYWORKS SOLUTIONS INC	COM	83088M102	95,897	2,042,102	SH	DFND	2	1,696,305	19,000	326,797
SMITH A O	COM	831865209	8,762	176,721	SH	DFND	2	176,721	0	0
SMUCKER J M CO	COM NEW	832696405	28,668	269,006	SH	DFND	2	196,024	4,882	68,100
SOUTHERN CO	COM	842587107	46,280	1,019,830	SH	DFND	2	1,019,830	0	0
SPECTRA ENERGY CORP	COM	847560109	70,498	1,659,550	SH	DFND	2	1,659,550	0	0
SPX CORP	COM	784635104	3,160	29,200	SH	DFND	2	29,200	0	0
STANLEY BLACK & DECKER INC	COM	854502101	5,569	63,418	SH	DFND	3	63,418	0	0
SUBURBAN PROPANE PARTNERS, LP	UNIT LTD PARTN	864482104	9,337	202,979	SH	DFND	2	202,979	0	0
SUMMIT HOTEL PPTYS INC	COM	866082100	20,728	1,955,392	SH	DFND	2	1,955,392	0	0
SUMMIT MIDSTREAM PARTNERS LP	COM UNIT LTD	866142102	11,586	227,850	SH	DFND	2	227,850	0	0
SUNOCO LOGISTICS PARTNERS LP	COM UNITS	86764L108	10,012	212,532	SH	DFND	2	212,532	0	0
SVB FINL GROUP	COM	78486Q101	90,041	772,090	SH	DFND	2	600,349	14,058	157,683
SYNERGY RES CORP	COM	87164P103	7,334	553,497	SH	DFND	2	553,497	0	0
SYSCO CORP	COM	871829107	3,136	83,750	SH	DFND	2	83,750	0	0
TAL INTL GROUP INC	COM	874083108	7,236	163,128	SH	DFND	2	163,128	0	0
TANGER FACTORY OUTLETS	COM	875465106	560	16,000	SH	DFND	2	16,000	0	0
TARGET CORP	COM	87612E106	173,552	2,994,871	SH	DFND	2	2,535,922	32,799	426,150
TE CONNECTIVITY LTD REG	REG SHS	H84989104	11,357	183,650	SH	DFND	2	181,750	0	1,900
TELEFLEX INC	COM	879369106	61,244	579,959	SH	DFND	2	444,492	11,675	123,792
TENARIS S A	SPONSORED ADR	88031M109	26,392	559,738	SH	DFND	2,3	498,974	0	60,764
TESORO LOGISTICS LP	COM UNIT LP	88160T107	20,298	276,533	SH	DFND	2	276,533	0	0
TEXTRON INC	COM	883203101	3,561	93,005	SH	DFND	2	93,005	0	0
THOR INDS INC	COM	885160101	25,045	440,394	SH	DFND	2	357,494	7,015	75,885
TIME WARNER INC	COM NEW	887317303	213,229	3,035,290	SH	DFND	2	2,651,652	27,231	356,407
TIMKEN CO	COM	887389104	93,272	1,374,877	SH	DFND	2	1,071,659	28,413	274,805
TJX COS INC NEW	COM	872540109	6,806	128,045	SH	DFND	2	126,255	0	1,790
TRAVELERS COMPANIES INC	COM	89417E109	81,474	866,100	SH	DFND	2	866,100	0	0
TREX COMPANY INC	COM	89531P105	44,205	1,533,841	SH	DFND	2	1,385,024	31,585	117,232
TRINITY INDS INC	COM	896522109	48,293	1,104,593	SH	DFND	2	844,953	23,560	236,080
TRUE BLUE INC	COM	89785x101	39,546	1,434,400	SH	DFND	2	1,213,527	32,372	188,501
TUPPERWARE BRANDS CORP	COM	899896104	73,262	875,294	SH	DFND	2	657,300	20,889	197,105

ULTRA PETROLEUM CORP	COM	903914109	9,865	332,260	SH	DFND	2	144,555	0	187,705
UNION PAC CORP	COM	907818108	135,040	1,353,777	SH	DFND	2	1,145,985	15,086	192,706
UNITED TECHNOLOGIES CORP	COM	913017109	157,533	1,364,506	SH	DFND	2	1,148,574	13,467	202,465
UNUM GROUP	COM	91529Y106	1,429	41,100	SH	DFND	2	41,100	0	0
US BANCORP DEL	COM NEW	902973304	97,086	2,241,121	SH	DFND	2	2,230,827	8,519	1,775
VALE S A	ADR	91912E105	16,811	1,270,677	SH	DFND	2,3	1,098,977	0	171,700
VALERO ENERGY PARTNERS LP	UNT REP LP	91914j102	9,978	198,325	SH	DFND	2	198,325	0	0
VENTAS INC	COM	92276F100	5,524	86,171	SH	DFND	2	86,171	0	0
VERIZON COMMUNICATIONS INC	COM	92343V104	113,031	2,310,055	SH	DFND	2,3	1,928,380	25,395	356,280
VIACOM INC NEW CL B	COM	92553P201	111,220	1,282,376	SH	DFND	2	1,079,555	12,387	190,434
VISHAY INTERTECHNOLOGY	COM	928298108	42,912	2,770,282	SH	DFND	2	2,123,111	57,008	590,163
VORNADO RLTY TR	SH BEN INT	929042109	1,197	11,215	SH	DFND	2	11,215	0	0
WAL-MART STORES INC	COM	931142103	34,035	453,375	SH	DFND	2	453,375	0	0
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	556	21,400	SH	DFND	2	21,400	0	0
WATTS WATER TECHNOLOGIES	COM	942749102	72,515	1,174,707	SH	DFND	2	1,003,853	26,119	144,735
WEINGARTEN RLTY INVS	SH BEN INT	948741103	587	17,875	SH	DFND	2	17,875	0	0
WELLS FARGO & CO	COM	949746101	197,450	3,756,676	SH	DFND	2	3,185,565	42,518	528,593
WESBANCO INC	COM	950810101	1,842	59,330	SH	DFND	2	59,330	0	0
WESCO INTL INC	COM	95082P105	102,350	1,184,879	SH	DFND	2	998,023	11,923	174,933
WESTERN DIGITAL CORP	COM	958102105	8,821	95,570	SH	DFND	2	93,309	2,261	0
WESTERN GAS PARTNERS LP	COM UNIT LP IN	958254104	55,438	724,866	SH	DFND	2	724,866	0	0
WEYERHAEUSER CO	COM	962166104	1,234	37,300	SH	DFND	2	37,300	0	0
WILLIAMS COS INC DEL	COM	969457100	20,553	353,078	SH	DFND	2,3	353,078	0	0
WINTRUST FINL CORP	COM	97650W108	80,985	1,760,552	SH	DFND	2	1,444,433	35,594	280,525
WISCONSIN ENERGY CORP	COM	976657106	8,979	191,366	SH	DFND	2	104,766	0	86,600
WOLVERINE WORLD WIDE INC	COM	978097103	7,315	280,700	SH	DFND	2	280,700	0	0
WOODWARD INC	COM	980745103	71,854	1,431,924	SH	DFND	2	1,119,484	26,815	285,625
WORLD POINT TERMINALS LP	UNIT REP LTD PT	98159G107	10,066	536,855	SH	DFND	2	536,855	0	0
WUXI PHARMATECH CAYMAN INC	SPONS ADR SHS	929352102	7,733	235,344	SH	DFND	2	0	0	235,344