SEC Form 4

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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[*] | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| GAMCO INVESTORS, INC. ET AL | WESTWOOD HOLDINGS GROUP INC [ WHG ] | Director ___X___   10% Owner ___ <br> Officer (give title below) ___   Other (specify below) ___ |

| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/20/2008 | |
|---|---|---|
| ONE CORPORATE CENTER | | |

| (Street) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
|---|---|---|
| RYE   NY   10580 | | ___ Form filed by One Reporting Person <br> _X_ Form filed by More than One Reporting Person |
| (City) (State) (Zip) | | |

## 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 | 05/20/2008 | | S | | 600 | D | $39.72 | 1,179,500 | D[(1)] | |
| Common Stock | 05/20/2008 | | G | | 2,000 | D | $0 | 1,177,500 | 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/ Peter D. Goldstein, Attorney-In-Fact for MARIO J. GABELLI, GGCP, INC., and GAMCO INVESTORS, INC.     05/21/2008

** 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.**