

WESTWOOD HOLDINGS GROUP INC  
 Form 4  
 September 10, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 BYRNE SUSAN M

2. Issuer Name and Ticker or Trading Symbol  
 WESTWOOD HOLDINGS GROUP INC [WHG]

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

(Last) (First) (Middle)  
 200 CRESCENT COURT, SUITE 1200  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/06/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman of the Board

DALLAS, TX 75201

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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                    | 09/06/2013                           |  | S                              | 389 <sup>(1)</sup> D \$ 49.1                                      | 403,627   | D  |   |
| common stock                    | 09/09/2013                           |  | S                              | 7,609 <sup>(1)</sup> D \$ 49.1136 <sup>(2)</sup>                  | 396,018   | D  |   |
| common stock                    | 09/10/2013                           |  | S                              | 6,202 <sup>(1)</sup> D \$ 49.3343 <sup>(3)</sup>                  | 389,016   | D  |   |
| common stock                    |                                      |  |                                |   | 40,000  | I  | Family Foundation                                     |



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the issuer, or a security holder of the issuer upon request.

- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$49.20 to
- (3) \$49.50 per share. Full information regarding the number of shares sold at each separate price will be provided to the Commission staff, the issuer, or a security holder of the issuer upon request.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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