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WESTWOOD HOLDINGS GROUP INC

Form 4

August 22, 2012

FORM 4

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

OMB Number:

3235-0287

January 31, Expires:

OMB APPROVAL

2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

08/21/2012

stock

1. Name and Address of Reporting Person * DAVIS TOM C			S	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) 200 CRESO 1200	(First) (CENT COURT, S	(1	3. Date of Earliest T Month/Day/Year) 08/20/2012	Fransaction of the state of the	1		_X_ Director Officer (give ti below)		Owner r (specify	
	DALLAS,	(Street) TX 75201		l. If Amendment, D Filed(Month/Day/Yea	Č	al	, - -	6. Individual or Joi Applicable Line) _X_ Form filed by Oi Form filed by Mo Person	ne Reporting Per	rson	
	(City)	(State)	(Zip)	Table I - Non-	Derivativ	e Secu	ırities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	rate, if Transaction Code	Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Ownership Indirect Owned Direct (D) Owner Gollowing or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			
	common stock	08/20/2012		S	900	D	\$ 36.9467 (1)	3,600	D		
	common	08/21/2012		ç	1 100	D	\$ 36,8027	2 500	D		

1,100

D

(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

S

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

D

36.8927 2,500

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative			Securities Acquired				(Instr.	3 and 4)		Own
	Security									Follo	
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	•		Number		
						Lacroisdoic	Dute		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

DAVIS TOM C
200 CRESCENT COURT, SUITE 1200 X

DALLAS, TX 75201

Signatures

William R. Hardcastle, Jr. as attorney-in-fact

08/22/2012

Date

**Signature of Reporting Person

nature of Reporting Person

Explanation of Responses:

- * 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).
- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$36.80 to

 (1) \$37.10 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.
- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$36.82 to (2) \$36.94 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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