BYRNE SUSAN M Form 4 July 22, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

burden hours per

Estimated average response... 0.5

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

Check this box

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

(Print or Type Responses)

1(b).

| 1. Name and A BYRNE SU | Address of Repo | orting Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--------------------------------|-----------------|-----------------|--|--|--|--|--|
| | | | WESTWOOD HOLDINGS GROUP INC [WHG] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | _X_ Director 10% Owner _X_ Officer (give title Other (specify | | | |
| 200 CRESCENT COURT, SUITE 1200 | | RT, SUITE | 07/20/2011 | below) below) co-Chief Investment Officer | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| DALLAS, | TX 75201 | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | | . 15. 16 b 6.110 | | | |

| (City) | (State) | (Zip) Tak | ole I - Non- | Derivativ | e Secu | ırities Acqui | ired, Disposed of, | or Beneficial | y Owned |
|--------------------------------------|--------------------------------------|---|--|--------------|--------|----------------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | (D) 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) |
| common stock | 07/20/2011 | | Code V S | 5,500 (1) | (D) | Price \$ 40.1384 (2) | 724,104 | D | |
| common stock | 07/21/2011 | | S | 5,432 (1) | D | \$ 40.1791 (3) | 718,672 | D | |
| common stock | 07/22/2011 | | S | 500 (1) | D | \$ 40.2 | 718,172 | D | |

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

Edgar Filing: BYRNE SUSAN M - Form 4

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 control number.

SEC 1474 (9-02)

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. Transact Code (Instr. 8) | 5. onNumber of Derivativ Securities Acquired | | ate | Amou Under Secur | le and ant of rlying rities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo |
|---|---|---|---|--------------------------------------|---|---------------------|--------------------|------------------------|--|--|---|
| | · | | | | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BYRNE SUSAN M 200 CRESCENT COURT SUITE 1200 DALLAS, TX 75201

X

co-Chief Investment Officer

Signatures

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

07/22/2011

**Signature of Reporting Person

Date

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).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 10, 2011.
- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$40.05 to \$40.50 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.
- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$40.10 to (3) \$40.30 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.

Reporting Owners 2

Edgar Filing: BYRNE SUSAN M - Form 4

| 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. |
|---|
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |