## Edgar Filing: WESTWOOD HOLDINGS GROUP INC - Form 4

WESTWOOD Form 4 May 26, 2009	D HOLDINGS G	ROUP IN	C										
FORM	1									OMB A	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287				
Check thi if no long	or									Expires:	January 31,		
subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSH							NERSHIP OF	Estimated a	2005 average				
	Section 16. SECURITIES Form 4 or							burden hou					
Form 5	Filed purs	uant to Se	ection 16	5(a) of	the	Securiti	ies Ez	xchan	ge Act of 1934,	response	0.5		
Form 5 obligations may continue. 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													
See Instru 1(b).		30(h) c	of the Inv	vestme	nt (	Compan	y Act	t of 19	40				
(Print or Type R	lesponses)												
HARDCASTLE WILLIAM R JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol WESTWOOD HOLDINGS GROUP INC [WHG]					-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(I +)	(Einst) (M		-	-	T				Director	100	O		
(Last)	(First) (M		3. Date of (Month/Da			insaction			Director X Officer (give	title Oth	b Owner er (specify		
				/21/2009 below)					· · · · · · · · · · · · · · · · · · ·	) below) Chief Financial Officer			
	(Street)	4	4. If Amer	ndment,	Dat	e Original			6. Individual or Jo	oint/Group Filin	1g(Check		
Filed(Mor				ed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person				
DALLAS, T	X 75201								_X_ Form filed by C Form filed by M Person				
(City)	(State) (	Zip)	Table	e I - Nor	1-De	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned		
1.Title of Security	2. Transaction Date (Month/Day/Year)		ed	3.		4. Securi	ties		5. Amount of	6. Ownership Form: Direct	7. Nature of		
(Instr. 3)	(wonth/Day/Tear)	any		f TransactionAcquired (A) or Code Disposed of (D)						(D) or	Beneficial Ownership (Instr. 4)		
(Month/Day/Year)		ay/Year)	(A)				5)		Indirect (I) (Instr. 4)				
				Code	v	Amount	or (D)	Price	(Instr. 3 and 4)				
common stock	05/21/2009			G		100	D	\$0	50,100 (1) (2)	D			

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

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.

 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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address		Relationships							
F8	Director	10% Owner	Officer	Other					
HARDCASTLE WILLIAM R J 200 CRESCENT COURT SUITE 1200 DALLAS, TX 75201	R		Chief Financial Officer						
Signatures									
William R. Hardcastle, Jr.	05/26/2009								

\*\*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) In addition, 100 shares are held indirectly for daughter in UTMA account for which Mr. Hardcastle serves as custodian.
- (2) In addition, 100 shares are held indirectly for son in UTMA account for which Mr. Hardcastle serves as custodian.

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.