

BYRNE SUSAN M  
Form 4  
March 15, 2013

**FORM 4**

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

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

## OMB APPROVAL

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(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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/13/2013

☐ Director ☐ 10% Owner  
☐ Officer (give title ☒ Other (specify  
below) below)  
Chairman, Board of Directors

(Street)  
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 (1)	(A) or (D)	Price (2)	
common stock	03/13/2013		S		4,612 (1)	D	\$ 42.5153 (2)	422,956
common stock	03/15/2013		S		1,307 (1)	D	\$ 42.8178 (3)	421,649
common stock								12,576
common stock								50,000
								I
								I
								By spouse
								Family Foundation

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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.**

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. 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo 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

Chairman, Board of Directors

## Signatures

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

03/15/2013

\_\_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 27, 2013.

(2) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$42.46 to \$42.70 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.

(3) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$42.67 to \$43.02 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.

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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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