

CASEY BRIAN O
Form 4
November 29, 2011

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 *
CASEY BRIAN O

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)
11/25/2011

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
President & CEO

(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)
common stock	11/25/2011		G V	Amount <u>3,000</u> (1)	D \$ 0 420,219	D	
common stock	11/25/2011		G V	Amount <u>1,050</u> (2)	D \$ 0 419,169	D	
common stock	11/25/2011		G V	350 (3) A	\$ 0 350	I	As UTMA custodian for daughter
common stock	11/25/2011		G V	350 (4) A	\$ 0 350	I	As UTMA custodian

common stock	11/25/2011	G	V	350	(4)	A	\$ 0	350	I	for son As UTMA custodian for son
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CASEY BRIAN O 200 CRESCENT COURT SUITE 1200 DALLAS, TX 75201	X President & CEO

Signatures

William R. Hardcastle, Jr. as
attorney-in-fact 11/29/2011

__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) Represents gift of shares to a charitable gift fund.

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- (2) Represents transfer of shares to reporting person as custodian for each of his three children under Uniform Transfers to Minors Act.
- (3) Represents transfer of shares to reporting person as custodian for daughter under Uniform Transfers to Minors Act
- (4) Represents transfer of shares to reporting person as custodian for son under Uniform Transfers to Minors Act.

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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