

CASEY BRIAN O
Form 4
June 04, 2012

FORM 4

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

OMB APPROVAL

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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

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

(Last) (First) (Middle)
200 CRESCENT COURT, SUITE 1200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| common stock | 05/31/2012 | | M | | 3,223 A \$ 12.9 | 384,635 | D |
| common stock | 05/31/2012 | | S | | 3,223 D \$ 35.6 | 381,412 | D |
| common stock | 05/31/2012 | | G | V | 3,000 (1) D \$ 0 | 378,412 | D |
| common stock | 05/31/2012 | | G | V | 1,050 (2) D \$ 0 | 377,362 | D |
| common stock | 05/31/2012 | | G | V | 350 (3) A \$ 0 | 700 | I As UTMA custodian |

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| | | | | | | | | | |
|--------------|------------|---|---|--------------------|---|---------|---------|---|---|
| common stock | 05/31/2012 | G | V | 350 ⁽⁴⁾ | A | \$ 0 | 700 | I | for daughter. As UTMA custodian for son. |
| common stock | 05/31/2012 | G | V | 350 ⁽⁴⁾ | A | \$ 0 | 700 | I | As UTMA custodian for son. |
| common stock | 06/04/2012 | M | | 571 | A | \$ 12.9 | 377,933 | D | |
| common stock | 06/04/2012 | S | | 571 | D | \$ 34.5 | 377,362 | 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.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| stock option | \$ 12.9 | 05/31/2012 | | M | 3,223 | 07/02/2006 07/02/2012 | common stock | 3,223 |
| stock option | \$ 12.9 | 06/04/2012 | | M | 571 | 07/02/2006 07/02/2012 | common stock | 571 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| CASEY BRIAN O 200 CRESCENT COURT | X | | President & CEO | |

SUITE 1200
DALLAS, TX 75201

Signatures

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

06/04/2012

**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.
- (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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