

WESTWOOD HOLDINGS GROUP INC
 Form 4
 May 11, 2009

FORM 4

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

OMB APPROVAL

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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 *
HARDCASTLE WILLIAM R JR

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)
 Chief Financial Officer

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/08/2009

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| common stock | 05/08/2009 | | S | 1,000 | D | \$ 39.525 | 54,200 <u>(1)</u> <u>(2)</u> D |
| | | | | | | <u>(3)</u> | |
| common stock | 05/08/2009 | | S | 2,800 | D | \$ 40.166 | 51,400 <u>(1)</u> <u>(2)</u> D |
| | | | | | | <u>(4)</u> | |
| common stock | 05/11/2009 | | S | 1,200 | D | \$ 39.929 | 50,200 <u>(1)</u> <u>(2)</u> D |
| | | | | | | <u>(5)</u> | |

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

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Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$39.90 to (5) \$39.95 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. 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.