

WESTWOOD HOLDINGS GROUP INC

Reported by
CASEY BRIAN O

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/17/09 for the Period Ending 12/17/09

| | |
|-------------|--|
| Address | 200 CRESCENT COURT SUITE 1200 DALLAS, TX 75201 |
| Telephone | 2147566900 |
| CIK | 0001165002 |
| Symbol | WHG |
| SIC Code | 6282 - Investment Advice |
| Industry | Investment Services |
| Sector | Financial |
| Fiscal Year | 12/31 |

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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(f) of the
Investment Company Act of 1940

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person * CASEY BRIAN O <small>(Last) (First) (Middle)</small> 200 CRESCENT COURT, SUITE 1200 <small>(Street)</small> DALLAS, TX 75201 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol WESTWOOD HOLDINGS GROUP INC [WHG] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/17/2009</p> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <p align="center">President & CEO</p> |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | (A) or (D) | Price | | | |
| common stock | 12/17/2009 | | G | V | 15000 (1) | D | \$0 | 305600 | D | |
| common stock | 12/17/2009 | | G | V | 1950 (2) | D | \$0 | 303650 | D | |
| common stock | 12/17/2009 | | G | V | 650 (3) | A | \$0 | 650 | I | As UTMA custodian for daughter. |
| common stock | 12/17/2009 | | G | V | 650 (4) | A | \$0 | 650 | I | As UTMA custodian for son. |
| common stock | 12/17/2009 | | G | V | 650 (4) | A | \$0 | 650 | I | As UTMA custodian for son. |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|---|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

(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.

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

12/17/2009

** Signature of Reporting Person

Date

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

* 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).

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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