

WESTWOOD HOLDINGS GROUP INC
 Form 144
 May 05, 2009

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

OMB APPROVAL
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FORM 144

2.00

NOTICE OF PROPOSED SALE OF SECURITIES

SEC USE ONLY

PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

| |
|------------------------------|
| DOCUMENT SEQUENCE NO. |
| CUSIP NUMBER |
| WORK LOCATION |

| | | | | |
|--|--|--|--|--|
| 1(a) NAME OF ISSUER (Please type or print) Westwood Holdings Group, Inc. 1(d) ADDRESS OF ISSUER 200 Crescent Court, Suite 1200 2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD William R. Hardcastle, Jr. | (b) IRS IDENT. NO. STREET CITY (b) IRS IDENT. NO. | (c) S.E.C. FILE NO. 75-2969997 STATE Texas (c) RELATIONSHIP TO ISSUER | ZIP CODE 75225 (d) ADDRESS STREET | (e) TELEPHONE NO. AREA CODE NUMBER 214 756-6900 CITY STATE ZIP CODE |
|--|--|--|--|--|

Dallas, TX 75225
 Chief Financial Officer 200 Crescent Ct., #1200

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

| 3(a) Title of the | (b) Name and Address of Each Broker | SEC USE ONLY | (c) Number of Shares | (d) Aggregate | (e) Number of Shares | (f) Approximate | (g) Name of Each |
|----------------------|--|-----------------|-------------------------|---|---|--------------------|---------------------|
| Class of | Through Whom the Securities are | Broker-Dealer | or Other Units | Market | or Other Units | Date of Sale | Securities |
| Securities | to be Offered or Each Market | File Number | To Be Sold | Value | Outstanding | (See Instr. 3(f)) | Exchange |
| To Be Sold | Maker who is Acquiring | | (See Instr. 3(c)) | (See Instr. 3(d)) | (See Instr. 3(e)) | (MO. DAY YR.) | (See Instr. 3(g)) |
| | the Securities | | | | | | |
| Common Stock | Ameriprise Financial Services 70100 Ameriprise Financial Center Minneapolis, Minn. 55474 | | 5,000 | \$202,050 (as of May 4, 2009) | As of March 31, 2009 7,166,938 | May 5, 2009 | NYSE |

INSTRUCTIONS:

1. (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code

(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
(b) Such person's I.R.S. identification number, if such person is an entity

(c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(d) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer

(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

TABLE I SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold

and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class common stock | Date you Acquired | Nature of Acquisition Transaction (If gift, also give date donor acquired) | Name of Person from Whom Acquired | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|---------------------------------------|----------------------|---|--|----------------------------------|--------------------|----------------------|
| | 7/27/04 | restricted stock grant (1) | Westwood Holdings Group, Inc. (issuer) | 2,050 | N/A | N/A |
| | 7/26/05 | restricted stock grant (2) | | 2,325 | N/A | N/A |
| | 7/27/06 | restricted stock grant (3) | | 625 | N/A | N/A |

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller N/A | Title of Securities Sold N/A | Date of Sale N/A | Amount of Securities Sold N/A | Gross Proceeds N/A |
|-----------------------------------|---------------------------------|---------------------|-------------------------------------|-----------------------|
|-----------------------------------|---------------------------------|---------------------|-------------------------------------|-----------------------|

REMARKS:

- (1) Shares were granted on July 27, 2004 pursuant to the Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan and vested on July 1, 2008.
- (2) Shares were granted on July 26, 2005 pursuant to the Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan and vested on July 1, 2008.
- (3) Shares were granted on July 27, 2006 pursuant to the Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan and vested on July 1, 2008.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.

May 5, 2009

/s/ William R. Hardcastle, Jr.

DATE OF NOTICE

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)