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WESTWOOD HOLDINGS GROUP INC

Form 4

February 25, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. See Instruction

Symbol

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

WESTWOOD HOLDINGS GROUP

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

HARDCASTLE WILLIAM R JR

			INC [WHG]					(Check all applicable)			
(Last) 200 CRESO 1200	(First) CENT COURT	(Middle)		of Earliest 7 Day/Year) 2010	ransaction			Director _X_ Officer (gives below) Chief		% Owner ner (specify	
(Street) 4. If Am				Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
DALLAS, TX 75201				onth/Day/Yea	ar)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secu	rities Acc	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any	med on Date, if Day/Year)	3. Transacti Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose	d of (D) 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	02/23/2010			F	850 (1)	D	\$ 38.61	47,150	D		
common stock	02/24/2010			A	6,000	A	\$ 0	53,150	D		
common stock								100	I	As UTMA custodian for daughter	
common stock								100	I	As UTMA custodian	

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9. Nu

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	4. Transac Code (Instr. 8	5. tionNumber of Derivativ Securitie Acquirec (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day, ve s i	ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

HARDCASTLE WILLIAM R JR 200 CRESCENT COURT **SUITE 1200** DALLAS, TX 75201

Chief Financial Officer

Signatures

William R. 02/25/2010 Hardcastle, Jr.

**Signature of Reporting 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).
- 850 shares were withheld by the Company to satisfy a portion of Mr. Hardcastle's tax withholding obligation upon the vesting of

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.

Reporting Owners 2