

WESTWOOD HOLDINGS GROUP INC  
 Form 144  
 May 05, 2009

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

**OMB APPROVAL**  
 OMB Number: 3235-0101  
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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 <i>(Please type or print)</i>  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.  1-31234  AREA CODE NUMBER 214 756-6900  CITY STATE ZIP CODE	Dallas, TX 75225
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*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 Broker-Dealer	(c) Number of Shares	(d) Aggregate	(e) Number of Shares	(f) Approximate	(g) Name of Each
Class of	Through Whom the Securities are	File Number	or Other Units	Market	or Other Units	Date of Sale	Securities
Securities	to be Offered or Each Market		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
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**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)**