

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Holdsworth Raymond W Jr</u>  (Last) (First) (Middle) 2401 EAST KATELLA AVENUE SUITE 300  (Street) ANAHEIM CA 92806  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Willdan Group, Inc. [ WLDN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/19/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/19/2018		M		5,000	A	\$1.87	15,954	D	
Common Stock	11/19/2018		M		5,000	A	\$1.8	20,954	D	
Common Stock	11/19/2018		M		5,000	A	\$4.01	25,954	D	
Common Stock	11/19/2018		M		5,000	A	\$2.48	30,954	D	
Common Stock								60,688	I	By The Holdsworth Family Trust

**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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$1.87	11/19/2018		M			5,000	(1)	06/08/2019	Common Stock	5,000	\$0	0	D	
Stock Option (Right to Buy)	\$1.8	11/19/2018		M			5,000	(2)	06/04/2022	Common Stock	5,000	\$0	0	D	
Stock Option (Right to Buy)	\$4.01	11/19/2018		M			5,000	(3)	06/06/2021	Common Stock	5,000	\$0	0	D	
Stock Option (Right to Buy)	\$2.48	11/19/2018		M			5,000	(4)	06/07/2020	Common Stock	5,000	\$0	0	D	

**Explanation of Responses:**

- The option became exercisable in two equal installments on each of June 8, 2010 and June 8, 2011.
- The option became exercisable in two equal installments on each of June 4, 2013 and June 4, 2014.
- The option became exercisable in two equal installments on each of June 6, 2012 and June 6, 2013.
- The option became exercisable in two equal installments on each of June 7, 2011 and June 7, 2012.

/s/ Stacy B. McLaughlin,  
Attorney-in-fact for Raymond 11/20/2018  
W. Holdsworth, Jr.

\*\* Signature of Reporting Person Date

\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**