

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Brisbin Thomas Donald</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 <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  <u>Chief Executive Officer / Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/05/2020		M		19,878	A	\$2.71	238,337	D	
Common Stock	06/05/2020		S		11,037	D	\$27.78 <sup>(1)</sup>	227,300	D	
Common Stock	06/08/2020		M		22,459	A	\$2.71	249,759	D	
Common Stock	06/08/2020		S		12,465	D	\$27.39 <sup>(2)</sup>	237,294	D	
Common Stock	06/09/2020		M		7,663	A	\$2.71	244,957	D	
Common Stock	06/09/2020		S		4,261	D	\$26.31 <sup>(3)</sup>	240,696	D	

**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 Options (Right to Buy)	\$2.71	06/05/2020		M			19,878	(4)	08/12/2020	Common Stock	19,878	\$0	30,122	D	
Stock Options (Right to Buy)	\$2.71	06/08/2020		M			22,459	(4)	08/12/2020	Common Stock	22,459	\$0	7,663	D	
Stock Options (Right to Buy)	\$2.71	06/09/2020		M			7,663	(4)	08/12/2020	Common Stock	7,663	\$0	0	D	

**Explanation of Responses:**

- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.30 to \$28.16, inclusive. The reporting person undertakes to provide to Willdan Group, Inc., any security holder of Willdan Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (2) and (3).
- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.24 to \$28.18, inclusive.
- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.04 to \$26.52, inclusive.
- Stock options granted under the Willdan Group, Inc. Amended and Restated 2008 Performance Incentive Plan, which vested in three equal installments on each of August 12, 2011, August 12, 2012 and August 12, 2013.

/s/ Stacy McLaughlin Attorney-in-Fact for Thomas D. Brisbin 06/09/2020

\*\* 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.

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.