

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Westfall Win</u>  (Last) (First) (Middle) 2401 EAST KATELLA AVE 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) 12/13/2017	
	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	12/13/2017		M		5,000	A	\$1.8	26,657 <sup>(1)</sup>	D	
Common Stock	12/13/2017		M		5,000	A	\$1.87	31,657 <sup>(1)</sup>	D	
Common Stock	12/13/2017		M		5,000	A	\$2.48	36,657 <sup>(1)</sup>	D	
Common Stock	12/13/2017		M		5,000	A	\$4.01	41,657 <sup>(1)</sup>	D	
Common Stock	12/13/2017		M		2,000	A	\$5.21	43,657 <sup>(1)</sup>	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 Option (Right to Buy)	\$1.8	12/13/2017		M			5,000	(2)	06/04/2022	Common Stock	5,000	\$0	0	D	
Stock Option (Right to Buy)	\$1.87	12/13/2017		M			5,000	(3)	06/08/2019	Common Stock	5,000	\$0	0	D	
Stock Option (Right to Buy)	\$2.48	12/13/2017		M			5,000	(4)	06/07/2020	Common Stock	5,000	\$0	0	D	
Stock Option (Right to Buy)	\$4.01	12/13/2017		M			5,000	(5)	06/06/2021	Common Stock	5,000	\$0	0	D	
Stock Option (Right to Buy)	\$5.21	12/13/2017		M			2,000	(6)	06/10/2018	Common Stock	2,000	\$0	0	D	

**Explanation of Responses:**

- Includes i) 1,474 shares of restricted stock that vest in three substantially equal installments on each June 8, 2018, June 8, 2019 and June 8, 2020, ii) 1,200 shares of restricted stock that vest on June 5, 2018 and iii) 3,056 shares of restricted stock that vest in two substantially equal installments on each of June 9, 2018 and June 9, 2019.
- 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 8, 2010 and June 8, 2011.
- The option became exercisable in two equal installments on each of June 7, 2011 and June 7, 2012.
- 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 10, 2009 and June 10, 2010.

/s/ Stacy B. McLaughlin,  
Attorney-in-Fact for Win

12/14/2017

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.**