

## 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

|  |         |          |  |  |  |  |
|--|---------|----------|--|--|--|--|
| 1. Name and Address of Reporting Person* |         |          | 2. Issuer Name and Ticker or Trading Symbol              |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |  |
| <u>PHRONESIS PARTNERS L P</u>            |         |          | <u>Willdan Group, Inc. [ WLDN ]</u>                      |  | Director <input checked="" type="checkbox"/> 10% Owner                     |  |
| (Last)                                   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)         |  | Officer (give title below) Other (specify below)                           |  |
| 130 EAST CHESTNUT STREET<br>SUITE 403    |         |          | 09/22/2009   |  |  |  |
| (Street)                                 |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                |  |
| COLUMBUS OH 43215                        |         |          |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person     |  |
| (City)                                   | (State) | (Zip)    |  |  | 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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|--|
|  |                                      |  | Code                           | V | Amount  | (A) or (D) | Price  |   |  |  |
| Common Stock, par value \$0.01 per share | 09/22/2009                           |  | P                              |   | 7,200   | A          | \$2.88 | 728,923 <sup>(1)</sup>  | D  |  |
| Common Stock, par value \$0.01 per share | 09/22/2009                           |  | P                              |   | 0   | A          | \$0    | 728,923 <sup>(2)</sup>  | I  | By Phronesis Partners, L.P.                  |
| Common Stock, par value \$0.01 per share | 09/24/2009                           |  | P                              |   | 15,486  | A          | \$2.24 | 744,409 <sup>(1)</sup>  | D  |  |
| Common Stock, par value \$0.01 per share | 09/24/2009                           |  | P                              |   | 0   | A          | \$0    | 744,409 <sup>(2)</sup>  | I  | By Phronesis Partners, L.P.                  |
| Common Stock, par value \$0.01 per share | 03/05/2010                           |  | P                              |   | 200   | A          | \$2.24 | 744,609 <sup>(1)</sup>  | D  |  |
| Common Stock, par value \$0.01 per share | 03/05/2010                           |  | P                              |   | 0   | A          | \$0    | 744,609 <sup>(2)</sup>  | I  | By Phronesis Partners, L.P.                  |
| Common Stock, par value \$0.01 per share | 03/09/2010                           |  | P                              |   | 10,450  | A          | \$2.33 | 755,059 <sup>(1)</sup>  | D  |  |
| Common Stock, par value \$0.01 per share | 03/09/2010                           |  | P                              |   | 0   | A          | \$0    | 755,059 <sup>(2)</sup>  | I  | By Phronesis Partners, L.P.                  |
| Common Stock, par value \$0.01 per share | 03/10/2010                           |  | P                              |   | 561   | A          | \$2.38 | 755,620 <sup>(1)</sup>  | D  |  |
| Common Stock, par value \$0.01 per share | 03/10/2010                           |  | P                              |   | 0   | A          | \$0    | 755,620 <sup>(2)</sup>  | I  | By Phronesis Partners, L.P.                  |
| Common Stock, par value \$0.01 per share | 03/17/2010                           |  | P                              |   | 10,200  | A          | \$2.45 | 765,820 <sup>(1)</sup>  | D  |  |
| Common Stock, par value \$0.01 per share | 03/17/2010                           |  | P                              |   | 0   | A          | \$0    | 765,850 <sup>(2)</sup>  | I  | By Phronesis Partners, L.P.                  |
| Common Stock, par value \$0.01 per share | 04/21/2010                           |  | P                              |   | 26,000  | A          | \$2.38 | 791,820 <sup>(1)</sup>  | D  |  |
| Common Stock, par value \$0.01 per share | 04/21/2010                           |  | P                              |   | 0   | A          | \$0    | 791,820 <sup>(2)</sup>  | I  | By Phronesis Partners, L.P.                  |
| Common Stock, par value \$0.01 per share | 04/23/2010                           |  | P                              |   | 467   | A          | \$2.39 | 792,287 <sup>(1)</sup>  | D  |  |

