

WILLDAN GROUP, INC.
Reported by
HOLDSWORTH RAYMOND W JR

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/11/17 for the Period Ending 05/09/17

Address	2401 EAST KATELLA AVENUE, SUITE 300 ANAHEIM, CA 92806
Telephone	800-424-9144
CIK	0001370450
Symbol	WLDN
SIC Code	8711 - Engineering Services
Industry	Business Support Services
Sector	Industrials
Fiscal Year	12/31

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 * Holdsworth Raymond W Jr (Last) (First) (Middle) 2401 EAST KATELLA AVENUE, SUITE 300 (Street) ANAHEIM, CA 92806 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Willdan Group, Inc. [WLDN]	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 (MM/DD/YYYY) <p align="center">5/9/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/9/2017		P		1000	A	\$31.70	57188 (1)	I	By The Holdsworth Family Trust
Common Stock								6995 (2)	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

Explanation of Responses:

- (1) The Form 4 has been updated to reflect that 56,188 shares that were previously reported as directly owned are held by the reporting person through his trust.
- (2) Includes 2,400 shares of restricted stock that vest in two equal installments on each of June 5, 2017 and June 5, 2018 and 4,583 shares of restricted stock that vest in substantially equal parts on each of June 9, 2017, June 9, 2018 and June 9, 2019.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holdsworth Raymond W Jr 2401 EAST KATELLA AVENUE SUITE 300 ANAHEIM, CA 92806	X			

Signatures

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

5/11/2017

**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 control number.