## Edgar Filing: Willdan Group, Inc. - Form 4/A

Willdan Gr Form 4/A	oup, Inc.										
April 29, 20									PPROVAL		
FORM	UNITED	STATES S		RITIES A shington			E COMMISSIO		3235-0287		
Check t if no los subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons ntinue.	MENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES arsuant to Section 16(a) of the Securities Exchange Act of 1934, (a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							January 31, 2005 average urs per . 0.5		
(Print or Type	e Responses)										
Lenocker W Tracy Symbo			ymbol	r Name and I Group, 1		-	Issuer				
(Last)	(First) (	Middle) 3	3. Date of Earliest Transaction (Check				eck all applicabl				
			Month/L )6/12/2	0ay/Year) 007			Officer (give titleOther (specify below) below)				
			onth/Day/Year) App 2007 _X			Applicable Line) _X_ Form filed by	_X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative	Securities	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	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)		
Reminder: Re	eport on a separate line	e for each class	s of secu	rities bene	ficially ow	ned directly	y or indirectly.				
							espond to the colle ntained in this form		SEC 1474 (9-02)		

Persons who respond to the collection of SEC 147 information contained in this form are not (9-0 required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. I
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	) (Instr. 8	(A Di (D (In	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(In:
			Code Y	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 9.28	06/12/2007	А	2	2,000		(1)	06/12/2017	Common Stock	2,000	\$

## **Reporting Owners**

Reporting Owner Name / Addres	s	Relationships							
	Director	10% Owner	Officer	Other					
Lenocker W Tracy 2401 EAST KATELLA AVE SUITE 300 ANAHEIM, CA 92806	X								
Signatures									
/s/ W. Tracy Lenocker	04/29/2008								
**Signature of	Date								

## Reporting Person Explanation of Responses:

\* 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).

(1) The option becomes excercisable in two equal installments beginning June 12, 2008

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.