

Westfall Win
Form 4
December 14, 2017

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Westfall Win

(Last) (First) (Middle)

2401 EAST KATELLA
AVE, SUITE 300

(Street)

ANAHEIM, CA 92806

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Willdan Group, Inc. [WLDN]

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|---|--|-----------------------------------|
| | | | | Code | V Amount or Price | | | |
| Common Stock | 12/13/2017 | | M | 5,000 | A \$ 1.8 | 26,657 ⁽¹⁾ | D | |
| Common Stock | 12/13/2017 | | M | 5,000 | A \$ 1.87 | 31,657 ⁽¹⁾ | D | |
| Common Stock | 12/13/2017 | | M | 5,000 | A \$ 2.48 | 36,657 ⁽¹⁾ | D | |
| Common Stock | 12/13/2017 | | M | 5,000 | A \$ 4.01 | 41,657 ⁽¹⁾ | D | |
| Common Stock | 12/13/2017 | | M | 2,000 | A \$ 5.21 | 43,657 ⁽¹⁾ | D | |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 1.8 | 12/13/2017 | | M | 5,000 | <u>(2)</u> 06/04/2022 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 1.87 | 12/13/2017 | | M | 5,000 | <u>(3)</u> 06/08/2019 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 2.48 | 12/13/2017 | | M | 5,000 | <u>(4)</u> 06/07/2020 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 4.01 | 12/13/2017 | | M | 5,000 | <u>(5)</u> 06/06/2021 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 5.21 | 12/13/2017 | | M | 2,000 | <u>(6)</u> 06/10/2018 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Westfall Win
2401 EAST KATELLA AVE X
SUITE 300
ANAHEIM, CA 92806

Signatures

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

12/14/2017

__Signature of Reporting Person

Date

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).

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 (1) 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.

(2) The option became exercisable in two equal installments on each of June 4, 2013 and June 4, 2014.

(3) The option became exercisable in two equal installments on each of June 8, 2010 and June 8, 2011.

(4) The option became exercisable in two equal installments on each of June 7, 2011 and June 7, 2012.

(5) The option became exercisable in two equal installments on each of June 6, 2012 and June 6, 2013.

(6) The option became exercisable in two equal installments on each of June 10, 2009 and June 10, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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