FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	VAL					
OMB Number:	3235-0287					
Estimated average burde	en					
hours per response:	0.5					

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* <u>Heil Linda L</u>							2. Issuer Name and Ticker or Trading Symbol Willdan Group, Inc. [ WLDN ]										ng Person(s) to Is				
ST KATEL	•	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2012											Officer (give title below)		Other (sp. below)						
SUITE 300 (Street) ANAHEIM CA 92806 (City) (State) (Zip)							4. If Amendment, Date of Original Filed (Month/Day/Year)										<b>'</b>				
	Tab	le I - Nor	n-Deriva	ative \$	Sec	curitie	s Acc	uired,	Dis	oosed o	f, o	Bene	fic	ially	Owne	ed					
Date					)   E	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (	Transaction Code (Instr.						Securi Benefi Owned	ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount		(A) or (D)	Pric	Tran		ction(s)			(Instr. 4)		
Stock			03/08	/2012				S		5,800	)	D	\$	3.8	8 647,517 I H				By The Dan W. Heil Marital Trust		
Common Stock															6	4,239		I	By The Dan W. Heil Family Trust		
	T														wned						
Derivative Conversion Date		3A. Deeme Execution if any	ned 4. Transaction Code (Inst		str.	5. Number of Entr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date E Expiratio (Month/D	xercis n Date ay/Yea	able and	7. Title and Amount of Securities Underlying Derivative Security (Ins and 4)		str. 3	8. P Deri Sec	rivative curity	derivative Securities Beneficially Owned Following Reported	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	m: ect (D) ndirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Findar L)  (Findar L)  (ST KATEL D)  (M)  (St Security (Instantial Stock)  Stock  2.  Conversion or Exercise Price of Derivative	(First) ST KATELLA AVE 00  M CA (State)  Tab Security (Instr. 3)  Stock  Taconversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) ST KATELLA AVE 00  M CA 92806  (State) (Zip)  Table I - Nor Security (Instr. 3)  Stock  Table II - L (( 2. (Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Pear) (Month/Day/Pear)	(First) (Middle) ST KATELLA AVE 00  M CA 92806  (State) (Zip)  Table I - Non-Derivation (Month/Day/Year)  Stock  Table II - Derivati (e.g., pu  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)	Midal L  (First) (Middle)  ST KATELLA AVE  00  M CA 92806  (State) (Zip)  Table I - Non-Derivative Stecurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Se (e.g., puts, cate)  Conversion or Exercise Price of Date (Month/Day/Year)  Price of Price of Perivative Security  3. Date (Month/Day/Year)  A Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  A Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  A Deemed Execution Date, if any (Month/Day/Year)  A Transact Code (In any (Month/Day/Year) 8)	Willda  (First) (Middle)  ST KATELLA AVE  00  M CA 92806  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Stock  Table II - Derivative Security  Stock  Table II - Derivative Security  Stock  Table II - Derivative Security  Stock  A. Transaction Date (e.g., puts, calls)  Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  A. Transaction Code (Instr. 8)	Willdan Gro  (First) (Middle)  ST KATELLA AVE  00  Table I - Non-Derivative Securities (Month/Day/Year)  Stock  Table II - Derivative Securities (e.g., puts, calls, warr.  2. Conversion or Exercise (Month/Day/Year) (Month/Day/Year)  Stock  Table II - Derivative Securities (e.g., puts, calls, warr.  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Stock  Table II - Derivative Securities (e.g., puts, calls, warr.  2. Conversion or Exercise (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Willdan Group, I  (First) (Middle)  ST KATELLA AVE  OO  Table I - Non-Derivative Securities Acqui (Month/Day/Year)  Stock  Table II - Derivative Securities Acqui (e.g., puts, calls, warrants, or Conversion or Exercise Price of Derivative Security  Stock  Table II - Derivative Securities Acqui (e.g., puts, calls, warrants, or Conversion or Exercise Month/Day/Year)  (Month/Day/Year)  A. Demed (e.g., puts, calls, warrants, or Code (Instr. 8)  Stock  Table II - Derivative Securities Acqui (e.g., puts, calls, warrants, or Code (Instr. 8)  Stock  A. Quired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Willdan Group, Inc. [ V   ST KATELLA AVE   O0   O3/08/2012	Willdan Group, Inc. [WLD]  (First) (Middle)  ST KATELLA AVE  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Dispoer (Month/Day/Year)  Fecurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispoer (e.g., puts, calls, warrants, options, core Exercise Price of Execution Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Code (Instr. 3)  Table II - Derivative Securities Acquired, Dispoer (e.g., puts, calls, warrants, options, core Exercise Price of Exercise Price of Code (Instr. 3)  3. Transaction Code (Instr. 3)  Stock  Table II - Derivative Securities Acquired, Dispoer (e.g., puts, calls, warrants, options, core Exercise Price of Code (Instr. 3)  3. Transaction Code (Instr. 3)  Code V  Stock  Table II - Derivative Securities Acquired, Dispoer (e.g., puts, calls, warrants, options, core Exercise Price of Code (Instr. 3)  2. Code (Instr. 3)  3. Transaction Code (Instr. 3)  Code V  Date Exercise (Month/Day/Year)  Stock  Date Exercise (Month/Day/Year)  Date Exercise (Month/Day/Year)  Date Exercise (Month/Day/Year)	Willdan Group, Inc. [WLDN]	Willdan Group, Inc. [WLDN]  ST KATELLA AVE  103/08/2012  M CA 92806  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Becurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Becurity (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Becurity (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Becurity (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Becurities Acquired, Disposed of, or Becurity (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Becurities Acquired, Disposed or Becurities Acquired, Di	Willdan Group, Inc.   WLDN	March   Care   Care	Mildan Group, Inc.   WLDN   ST KATELLA AVE   O3/08/2012   A. If Amendment, Date of Original Filed (Month/Day/Year)   O3/08/2012   A. If Amendment, Date of Original Filed (Month/Day/Year)   O3/08/2012   A. If Amendment, Date of Original Filed (Month/Day/Year)   O3/08/2012   A. If Amendment, Date of Original Filed (Month/Day/Year)   O3/08/2012   A. Securities Acquired, Disposed of, or Beneficially Oscillary (Month/Day/Year)   O3/08/2012   O3/0	Willdan Group, Inc. [WLDN]   Willdan Group, Inc. [WLDN]   X   Direct D	Willdan Group, Inc.   Willdan Group, Inc.   WIDN   ST KATELLA AVE	Willdan Group, Inc.   WLDN   Street   Wilder   Willdan Group, Inc.   WLDN   Willdan Group, Inc.   WLDN   Street   Willdan Group, Inc.   WLDN   W	Mail A L Willdan Group, Inc. [WLDN]   Check all applicable)   Topicator   10% C Olitor (give title below)    M CA 92806   Sistate   (Zip)   A. If Amendment, Date of Original Filed (Month/Day/Year)   G. Individual or Joint/Group Filing (Check All applicable)   X. Director   10% C Olitor (give title below)    M CA 92806   Sistate   (Zip)   A. If Amendment, Date of Original Filed (Month/Day/Year)   G. Individual or Joint/Group Filing (Check All applicable)   X. Director   10% C Olitor (give title below)   X. Form filed by One Reporting Person   X. Form filed by More than One Reporting Person   X. Form filed by More than One Reporting Person   X. Form filed by More than One Reporting Person   X. Form filed by More than One Reporting Person   X. Director   X. Directo		

Explanation of Responses:

/s/ Kimberly D. Gant, Attorney-in-Fact for Linda L. 03/09/2012

Heil

\*\* Signature of Reporting Person Date

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

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.

 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).