

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>BIEBER MICHAEL A</u> (Last) (First) (Middle) 2401 EAST KATELLA AVENUE SUITE 300 (Street) ANAHEIM CA 92806 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Willdan Group, Inc. [WLDN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President
	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/02/2020		A		33,300 ⁽¹⁾	A	\$0	57,080 ⁽²⁾	D	
Common Stock	03/06/2020		F		24,154 ⁽³⁾	D	\$32.68	32,926 ⁽²⁾	D	
Common Stock	03/09/2020		F		594 ⁽⁴⁾	D	\$32.68	32,332 ⁽²⁾	D	
Common Stock	03/10/2020		D		976	D	\$28.05 ⁽⁵⁾	31,356 ⁽²⁾	D	
Common Stock	03/11/2020		D		3,394	D	\$24.71 ⁽⁶⁾	27,962 ⁽²⁾	D	
Common Stock	03/11/2020		D		618	D	\$25.38 ⁽⁷⁾	27,344 ⁽²⁾	D	

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 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: 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:

- Represents performance-based restricted stock units previously granted to the Reporting Person by the Issuer on March 6, 2018. The performance conditions applicable to the award were determined to have been satisfied by the Issuer's Compensation Committee on March 2, 2020, resulting in the immediate vesting of the restricted stock units as to 33,300 shares of Common Stock.
- Includes an aggregate of 711 shares of Common Stock purchased under the Amended and Restated Willdan Group, Inc. 2006 Employee Stock Purchase Plan, including 430 shares on June 30, 2019 and 281 shares on December 31, 2019.
- Represents shares of the Issuer's Common Stock withheld for tax withholding purposes in connection with the vesting of the performance-based restricted stock units referenced in footnote (1).
- Represents shares of the Issuer's Common Stock withheld for tax withholding purposes in connection with the vesting of restricted stock on March 8, 2020, which restricted stock was granted on March 8, 2017.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.01 to \$28.13 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (5), (6) and (7).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.24 to \$25.07 inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.34 to \$25.43 inclusive.

/s/ Stacy McLaughlin,
Attorney-in-fact for Michael A. Bieber 03/12/2020

** 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.

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