FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	DC	20549
vvasi ii iytori,	D.C.	20349

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
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

Name and Address of Reporting Person* WHITELAW PAUL MILTON						2. Issuer Name and Ticker or Trading Symbol Willdan Group, Inc. [WLDN]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (speci						
(Last) 2401 E. I SUITE 3	KATELLA	,	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 12/15/2021									- X Officer (give title Officer (specify below) SVP, BUSINESS DEVELOPMENT						
(Street) ANAHE			92806 (Zip)		- 4. I	f Ame	ndment, I	Date (of Origina	al File	d (Month/Da	6. Lir	ndividual or Joint/Group Filing (Check Applicable e) X 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. Transa Date	Transaction ate Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr.		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4		i (A) or	r 5. Amou		y F	Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
		Code	v					Amount	(A) or (D)	Price	Tran	sactior r. 3 and	n(s) d 4)			(11311.4)					
Common Stock			12/15/	12/15/2021				M		11,000	A	\$16.0	9 :	26,079(1)		D					
Common Stock				12/15/	5/2021				S		5,052	D	\$41.3	7(2)	21,027		D				
Common Stock 12/1				12/15/	/2021	2021		S		5,948	D	\$40.50	\$40.56 ⁽³⁾		15,079 ⁽¹⁾						
		-	Fable II -								oosed of, convertil			/ Owne	d						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	Date,	4. Transacti Code (Ins 8)				6. Date Exercis Expiration Dat (Month/Day/Ye		te	7. Title and Amou of Securities Underlying Derivative Securit (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5	ve do / Si B O Fo R	. Number of lerivative securities seneficially owned following Reported ransaction Instr. 4)	Own For Dire or I (I) (10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisa	ıble	Expiration Date	Title	Amount or Number of Shares								
Stock Options (Right to Buy)	\$16.09	12/15/2021			М		11,000		(4)		11/02/2026	Common Stock	11,000	\$0		9,000		D			

Explanation of Responses:

- 1. Includes 242 shares of Common Stock purchased under the Amended and Restated Willdan Group, Inc. 2006 Employee Stock Purchase Plan on June 30, 2021.
- 2. The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.03 to \$41.59, 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 this footnote (2) and footnote (3).
- 3. The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.98, inclusive.
- 4. Stock options granted under the Willdan Group, Inc. Amended and Restated 2008 Performance Incentive Plan, which vested in three equal installments on each of November 2, 2017, November 2, 2018 and November 2, 2019

/s/ Creighton K. Early, Attorney-in-fact for Paul

12/17/2021

Milton Whitelaw

** 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 Number.