FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 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* <u>Tipermas Marc</u>							2. Issuer Name and Ticker or Trading Symbol Willdan Group, Inc. [WLDN]										of Reporting Persoable) or (give title		10% Ov	vner	
(Last) (First) (Middle) 2401 EAST KATELLA AVENUE SUITE 300					01	3. Date of Earliest Transaction (Month/Day/Year) 01/12/2015										X Officer (give title Other (specify below) President of National Programs					
Street) ANAHEIM CA 92806 (City) (State) (Zip)					-	4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transa Date (Month/D						n ear)	2A. Deemed Execution Date, if any (Month/Day/Year)		e, 3	3. Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4)			(A) or	5. Amou Securitie Benefici Owned F	nt of es ally Following	Form (D) o	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership	
									(Code	v	Amount (A)		(A) or (D)	Price	Transact	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
Common Stock 01/12/						2015				M		16,000 A		\$3.8	4 51	51,000		D			
Common Stock 01/12/						2015				М		3,333		A	\$3.8	54	,333		D		
		-	Table II -									sed of, onvertil				Owned		,			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution I if any (Month/Day	Date,	4. Transaction Code (Instr. 8)				Exp	6. Date Exercisa Expiration Date (Month/Day/Yea			7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4)		s security	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	Owners Form Direct or Inc. (I) (In	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exe	e ercisable		xpiration ate	Title	1	Amount or Number of Shares						
Stock Option (Right to Buy)	\$3.84	01/12/2015			M			16,000		(1)	03	3/26/2022	Com Sto		16,000	\$0	8,000		D		
Stock Option (Right to	\$3.89	01/12/2015			M			3,333		(2)	1	1/07/2023	Com Sto		3,333	\$0	6,667		D		

Explanation of Responses:

- 1. The option became exercisable in three equal installments on each of March 26, 2013, March 26, 2014 and March 26, 2015.
- 2. The option became exercisable in three equal installments on each of November 7, 2014, November 7, 2015 and November 7, 2016.

/s/ Stacy B. McLaughlin,

Attorney-in-fact for Marc

Tipermas

** Signature of Reporting Person

01/14/2015

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.