

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>McLaughlin Stacy B.</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) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/14/2017	
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	03/14/2017		M		10,000	A	\$3.89	14,569 ⁽¹⁾	D	
Common Stock	03/14/2017		M		5,000	A	\$13.86	19,569 ⁽¹⁾	D	
Common Stock	03/14/2017		M		3,333	A	\$14.01	22,902 ⁽¹⁾	D	
Common Stock	03/14/2017		S		11,317	D	\$33.77 ⁽²⁾	11,585 ⁽¹⁾	D	
Common Stock	03/14/2017		S		7,016	D	\$34.42 ⁽³⁾	4,569 ⁽¹⁾	D	
Common Stock	03/14/2017		S		3,236	D	\$33.49 ⁽⁴⁾	1,333 ⁽¹⁾	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						Title
Stock Option (Right to Buy)	\$3.89	03/14/2017		M			10,000	(5)	11/07/2023	Common Stock	10,000	\$0	0	D	
Stock Option (Right to Buy)	\$13.86	03/14/2017		M			5,000	(6)	03/26/2025	Common Stock	5,000	\$0	10,000	D	
Stock Option (Right to Buy)	\$14.01	03/14/2017		M			3,333	(7)	11/05/2024	Common Stock	3,333	\$0	1,667	D	

Explanation of Responses:

- Includes 1,333 shares of restricted stock that vests in three substantially equal installments on each of March 8, 2018, March 8, 2019 and March 8, 2020.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.16 to \$34.01, inclusive. The reporting person undertakes to provide to Willdan Group, Inc., any security holder of Willdan Group, Inc., 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 (2), (3) and (4) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.02 to \$34.99, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.33 to \$33.50, inclusive.
- The option became exercisable in three substantially equal installments on each of November 11, 2014, November 11, 2015 and November 11, 2016.
- The option, representing a right to purchase a total of 15,000 shares, becomes completely exercisable in three equal installments. The first installment became exercisable on March 26, 2016, and the second and third installments will become exercisable on each of March 26, 2017 and March 26, 2018.
- The option, representing a right to purchase a total of 5,000 shares, becomes completely exercisable in three substantially equal installments. The first and second installments became exercisable on each of November 5, 2015 and November 5, 2016, and the third installment will become exercisable on November 5, 2017.

/s/ Stacy B. McLaughlin

03/16/2017

** 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.