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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
|--|
| Section 16. Form 4 or Form 5           |
| obligations may continue. See          |
| Instruction 1(b).                      |

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 OMB Number: 3235-0287 Estimated average burden

| Estimated average burden |     |
|--------------------------|-----|
| hours per response:      | 0.5 |

| 1. Name and Address of Reporting Person*                      |         |       | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>Willdan Group, Inc. [WLDN] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |                                   |                          |  |  |  |
|---|---------|-------|--|---|-----------------------------------|--------------------------|--|--|--|
| <u>Westfall Win</u>   |         |       |  | X   | Director                          | 10% Owner                |  |  |  |
| (Last) (First) (Middle)<br>2401 EAST KATELLA AVE<br>SUITE 300 |         |       | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/09/2016                   |   | Officer (give title below)        | Other (specify<br>below) |  |  |  |
| SUITE 300   |         |       | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         | 6. Individual or Joint/Group Filing (Check Applicable Line)             |                                   |                          |  |  |  |
| (Street)  |         |       |  | X   | Form filed by One Report          | rting Person             |  |  |  |
| ANAHEIM   | CA      | 92806 |  |   | Form filed by More than<br>Person | One Reporting            |  |  |  |
| (City)  | (State) | (Zip) |  |   |                                   |                          |  |  |  |

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code (Instr.<br>8) |   |          |               |                   | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | (D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|---|---|----------|---------------|-------------------|---|-----------------------------------|---|
|                                 |  |   | Code                                    | v | Amount   | (A) or<br>(D) | Price             | Transaction(s)<br>(Instr. 3 and 4)  |                                   | (11311.4)   |
| Common Stock                    | 06/09/2016                                 |   | Α                                       |   | 4,583(1) | Α             | \$ <mark>0</mark> | <b>20,183</b> <sup>(2)</sup>  | D                                 |   |

 

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of<br>Deriv<br>Secu<br>Acqu<br>(A) or<br>Dispo<br>of (D)<br>(Instr | 5. Number<br>of Expiration Date<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |                     | ate                | 4 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | Ownership | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|--|---|---------------------|--------------------|---|--|---|--|-----------|--|
|   |   |  |   | Code                         | v | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |           |  |

Explanation of Responses:

1. The shares vest in three equal installments on each of June 9, 2017, June 9, 2018 and June 9, 2019.

2. Also includes 2,400 shares that vest in two equal installments on each of June 5, 2017 and June 5, 2018.

#### <u>/s/ Stacy B. McLaughlin,</u> <u>Attorney-in-Fact for Win</u> <u>Westfall</u>

06/13/2016

\*\* 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.