

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

1. Name and Address of Reporting Person* <u>Brisbin Thomas Donald</u> <hr/> (Last) (First) (Middle) 2401 EAST KATELLA AVENUE SUITE 300 <hr/> (Street) ANAHEIM CA 92806 <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>CHIEF EXECUTIVE OFFICER / CHAIRMAN OF THE BOARD</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/14/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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. 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	09/14/2022		D		10,000	D	(1)	383,189 <sup>(2)(3)</sup>	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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On September 14, 2022, the Reporting Person and the Issuer mutually agreed to cancel 10,000 shares of restricted stock, which were previously awarded to the Reporting Person by the Issuer on March 8, 2022, and which were scheduled to vest in one installment on March 8, 2023, subject to the Reporting Person's continued service to the Issuer through such date. The Reporting Person received a new grant of 4,000 performance-based restricted stock units as consideration for such cancellation. The cancellation of shares of restricted stock and subsequent new grant of performance-based restricted stock units were approved by the Compensation Committee of the Issuer's Board of Directors on September 14, 2022.
- Includes (i) 18,750 shares of restricted stock that vest in three substantially equal installments on each of March 9, 2023, March 9, 2024 and March 9, 2025 and (ii) 13,751 shares of restricted stock that vest on March 8, 2023, subject to the Reporting Person's continued service to the Issuer through the applicable vesting date.
- Includes 533 shares of Common Stock purchased under the Amended and Restated Willdan Group, Inc. 2006 Employee Stock Purchase Plan on June 30, 2022.

/s/ Creighton K. Early,  
Attorney-in-Fact for Thomas 09/15/2022  
D. Brisbin

\*\* 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.