

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) CHIEF EXECUTIVE OFFICER / CHAIRMAN OF THE BOARD
	3. Date of Earliest Transaction (Month/Day/Year) 03/28/2022	
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	03/28/2022		A		9,208 ⁽¹⁾	A	\$0	392,851 ⁽²⁾	D	
Common Stock	03/28/2022		A		8,950 ⁽³⁾	A	\$0	401,801 ⁽²⁾	D	
Common Stock	03/28/2022		F		4,638 ⁽⁴⁾	D	\$30.84	397,163 ⁽²⁾	D	
Common Stock	03/28/2022		F		4,507 ⁽⁵⁾	D	\$30.84	392,656 ⁽²⁾	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					

Explanation of Responses:

- Represents performance-based restricted stock units previously granted to the Reporting Person by the Issuer on March 6, 2018. The performance conditions applicable to the award were determined to have been satisfied by the Issuer's Compensation Committee on March 28, 2022, resulting in the immediate vesting of the restricted stock units as to 9,208 shares of Common Stock.
- 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) 23,751 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.
- Represents performance-based restricted stock units previously granted to the Reporting Person by the Issuer on March 2, 2020. The performance conditions applicable to the award were determined to have been satisfied by the Issuer's Compensation Committee on March 28, 2022, resulting in the immediate vesting of the restricted stock units as to 8,950 shares of Common Stock.
- Represents shares of the Issuer's Common Stock withheld for tax withholding purposes in connection with the vesting of the performance-based restricted stock units referenced in footnote (1).
- Represents shares of the Issuer's Common Stock withheld for tax withholding purposes in connection with the vesting of the performance-based restricted stock units referenced in footnote (3).

/s/ Creighton K. Early,
Attorney-in-Fact for Thomas 03/30/2022
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.

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