

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

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

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

1. Name and Address of Reporting Person* Brisbin Thomas Donald			2. Issuer Name and Ticker or Trading Symbol Willdan Group, Inc. [WLDN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2024			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		
2401 EAST KATELLA AVENUE SUITE 300			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
ANAHEIM	CA	92806						
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication					
<input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								

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	05/21/2024		M		2,742	A	\$7.13	416,650 ⁽¹⁾	D	
Common Stock	05/21/2024		S		2,742	D	\$32.12 ⁽²⁾	413,908 ⁽¹⁾	D	
Common Stock	05/22/2024		M		5,267	A	\$7.13	419,175 ⁽¹⁾	D	
Common Stock	05/22/2024		S		5,267	D	\$32.16 ⁽³⁾	413,908 ⁽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 Options (Right to Buy)	\$7.13	05/21/2024		M		2,742		06/06/2015 ⁽⁴⁾	06/06/2024	Common Stock	2,742	\$0	25,485	D	
Stock Options (Right to Buy)	\$7.13	05/22/2024		M		5,267		06/06/2015 ⁽⁴⁾	06/06/2024	Common Stock	5,267	\$0	20,218	D	

Explanation of Responses:

- Includes (i) 11,667 shares of restricted stock that vest in two substantially equal installments on each of March 7, 2025 and March 7, 2026, and (ii) 6,250 shares of restricted stock that vest on March 9, 2025.
- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.12 to \$32.15, 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 this footnote.
- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.16 to \$32.20, 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 this footnote.
- Stock options granted under the Willdan Group, Inc. Amended and Restated 2008 Performance Incentive Plan, which vested in three equal installments on each of June 6, 2015, June 6, 2016 and June 6, 2017.

/s/ Creighton K. Early,
Attorney-in-Fact for Thomas 05/23/2024
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.