

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>Procell Adam C</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 Strategy Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/11/2021</u>	
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	03/11/2021		S		52 ⁽¹⁾	D	\$45.54 ⁽²⁾	19,733 ⁽³⁾	D	
Common Stock	03/11/2021		S		74 ⁽¹⁾	D	\$45.97 ⁽⁴⁾	19,659 ⁽³⁾	D	
Common Stock	03/11/2021		S		99 ⁽¹⁾	D	\$47.62 ⁽⁵⁾	19,560 ⁽³⁾	D	
Common Stock	03/12/2021		S		92 ⁽¹⁾	D	\$46.47 ⁽⁶⁾	19,468 ⁽³⁾	D	
Common Stock	03/12/2021		S		53 ⁽¹⁾	D	\$47.61 ⁽⁷⁾	19,415 ⁽³⁾	D	
Common Stock	03/12/2021		S		51 ⁽¹⁾	D	\$48.59 ⁽⁸⁾	19,364 ⁽³⁾	D	
Common Stock	03/12/2021		S		29 ⁽¹⁾	D	\$49.62 ⁽⁹⁾	19,335 ⁽³⁾	D	
Common Stock	03/12/2021		S		8 ⁽¹⁾	D	\$50.55 ⁽¹⁰⁾	19,327 ⁽³⁾	D	
Common Stock	03/15/2021		S		289 ⁽¹⁾	D	\$46.37 ⁽¹¹⁾	19,038 ⁽³⁾	D	
Common Stock	03/15/2021		S		25 ⁽¹⁾	D	\$47.09 ⁽¹²⁾	19,013 ⁽³⁾	D	
Common Stock	03/16/2021		S		11 ⁽¹⁾	D	\$45.97	19,002 ⁽³⁾	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)					

Explanation of Responses:

- Represents shares of Common Stock sold in the open market, the proceeds of which were used to pay the tax withholding obligations incurred upon the vesting of performance-based restricted stock units on March 10, 2021.
- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.97 to \$45.95, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 (2) and footnotes (4) through (12).
- Includes 15,000 shares of restricted stock that vest in three equal installments on each of June 10, 2021, June 10, 2022 and June 10, 2023, subject to the Reporting Person's continued service to the Issuer through the applicable vesting date.
- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.00 to \$46.99, inclusive.
- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.05 to \$47.89, inclusive.
- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.91 to \$46.87, inclusive.
- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.05 to \$47.97, inclusive.
- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.12 to \$49.00, inclusive.
- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.23 to \$50.20, inclusive.
- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.28 to \$50.76, inclusive.
- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.84 to \$46.67, inclusive.
- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.84 to \$47.80, inclusive.

/s/ Stacy McLaughlin, 03/23/2021
 Attorney-in-fact for Adam C.

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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