FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL

M, 5.0. 20040	OMB APPROVAL					
IN BENEFICIAL OWNERSHIP	OMB Number:	3235-0287				

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							
hours per response:	0.5						

	Reporting Person*			2. Issuer Name and Ticker or Trading Symbol Willdan Group, Inc. [WLDN]								all app Direc	olicable) ctor						
ST KATEL	·	(Middle)	3. Date of Earliest Transa 01/10/2011				action (Month/Day/Year)											(specify	
	<u> </u>	92806		4. If	Ame	ndment,	Date o	Original	Filed	(Month/Da	ay/Ye	ear)			Forn	n filed by On	e Repo	` rting Pers	son
		(Zip)															re ulali	One Kep	Orting
	Tab	le I - Nor	n-Deriva	ative	Sec	curitie	s Acc	uired,	Disp	osed o	f, o	r Ben	efic	ially	Owne	ed			
			2. Transaction Date (Month/Day/Year)		ır) E	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed Code (Instr. 5)						5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount (A) or (D)			Pric	Transaction(c)		action(s)			(Instr. 4)
Stock			01/10	/2011				S		200		D	\$4	.05	71	72,198		I	By The Dan W. Heil Marital Trust
Stock															6	4,239		I	By The Dan W. Heil Family Trust
	Та														wned				
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution if any	Date,	Transa Code (l		of Deriv Secu Acqu (A) or Dispo of (D) (Instr	ative rities ired osed . 3, 4	Expiratio (Month/D	n Date	e ar)	Am Sec Und Der Sec	ount of curities derlying ivative curity (In I 4)	ount	Deri Seci	vative urity	derivative Securities Beneficially Owned Following Reported	Ov Fo Di or (I)	wnership orm: rect (D) Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	(Find and and and and and and and and and a	(First) (OC) ST KATELLA AVE OO IM CA (State) Tab Gecurity (Instr. 3) Stock Tac 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) ST KATELLA AVE 00 IM CA 92806 (State) (Zip) Table I - Not Security (Instr. 3) Stock Table II - I (Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle) ST KATELLA AVE 00 IM CA 92806 (State) (Zip) Table I - Non-Derive Security (Instr. 3) Stock Table II - Derivation (e.g., puth (e.g., puth (particular and particular and puth (particular and particular and parti	Conversion or Exercise Price of Derivative on the price of Derivative on	Willda (First) (Middle) ST KATELLA AVE 00 4. If Ame Table I - Non-Derivative Security (Instr. 3) Stock Table II - Derivative Security (Month/Day/Year) Table II - Derivative Security (Instr. 3) 3. Date of O1/10/2011 4. If Ame Table II - Derivative Security (Month/Day/Year) Stock Table II - Derivative Security (Instr. 3) 3. Transaction Date (Month/Day/Year) Stock Table II - Derivative Security (Instr. 3) 3. Transaction Date (Instr. 3) 3. Transaction Date (Month/Day/Year) Stock Table II - Derivative Security (Instr. 3) Table II - Derivative Security (Instr. 3)	Willdan Gro (First) (Middle) ST KATELLA AVE 00 Table I - Non-Derivative Securities Gecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/D Stock Table II - Derivative Securities (e.g., puts, calls, warr. 2. Conversion or Exercise Price of Derivative Security (Month/Day/Year) 3. Date of Earlies 01/10/2011 2. Transaction Date (e.g., puts, calls, warr.) (e.g., puts, calls, warr.) 3. Transaction Execution Date (e.g., puts, calls, warr.) (Month/Day/Year) 3. Deemed Execution Date, (f.g., puts, calls, warr.) 2. Conversion or Exercise Price of Derivative Security (Month/Day/Year) 3. Date of Earlies 01/10/2011 4. If Amendment, 2. Transaction Execution Date (month/Day/Year) (Month/Day/Year) 3. Date of Earlies 01/10/2011 5. Nu Group Code (Instr. 8) 6. Derivative Security 6. Derivative Security 7. Derivative Security 8. Deemed Execution Date, (Instr. 8) 9. Derivative Security 9. Deriva	Willdan Group, I (First) (Middle) ST KATELLA AVE 00 Table I - Non-Derivative Securities Acquired (e.g., puts, calls, warrants, or Exercise of Derivative Security 1. Table II - Derivative Securities Acquired (A) or Disposed Foreign (Month/Day/Year) (Month/Day/Year) 2. Table II - Derivative Securities Acquired (A) or Disposed Foreign (Month/Day/Year) (Month/Day/Year) 3. Date of Earliest Transaction (1/10/2011) 4. If Amendment, Date of Execution Date, if any (Month/Day/Year) (Month/Day/Year	Willdan Group, Inc. [V (First) (Middle) ST KATELLA AVE 00 Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired, Date (Month/Day/Year) (G.g., puts, calls, warrants, option Table II - Derivative Securities Acquired, Date (A) or Exercise Price of Derivative Security (Month/Day/Year) (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Willdan Group, Inc. WLDI	Willdan Group, Inc. [WLDN]	Willdan Group, Inc. [WLDN]	Willdan Group, Inc. WLDN	Willdan Group, Inc. WLDN	Willdan Group, Inc. WLDN ST KATELLA AVE	Willdan Group, Inc. WIDN ST KATELLA AVE On	Mildau Group, Inc. [WLDN] (First) (Middle) (First) (Middle) (First) (Middle) (STRATELLA AVE (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned 2A. Deemed Lift Amount (A) or Price (Instr. 3.) (Month/Day/Year) (Month	Mildan Group, Inc. [WLDN] (First) (Middle) ST KATELLA AVE 00 IM CA 92806 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Form flied by More than Person Cate (Month/Day/Year) (Month/Day/Year) Security (Instr. 3) Table I - Non-Derivative Securities Acquired, Disposed of (D) (mstr. 3, 4 and 5) Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Seneticially Own	Mildan Group, Inc. [WLDN] (First) (Middle) ST KATELLA AVE 00 IM CA 92806 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Transaction Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock 01/10/2011 Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock 01/10/2011 Stock 1. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock 01/10/2011 Stock 1. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock 01/10/2011 Stock 1. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (A) or Price (Instr. 3 and 4) (Instr. 4) Transaction Date, Instruction

Explanation of Responses:

/s/ Kimberly D. Gant, 01/12/2011 Attorney-in-Fact for Linda L. **Heil**

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

^{*} 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).