

**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

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>TOUPS JOHN M</u><br><br>(Last) (First) (Middle)<br><u>2401 EAST KATELLA AVE</u><br><u>SUITE 300</u><br><br>(Street)<br><u>ANAHEIM CA 92806</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Willdan Group, Inc. [ WLDN ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/16/2008</u>              |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                           | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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                    | 12/16/2008                           |  | P                              |   | 100   | A          | \$1.6 | 20,100  | D  |   |
| Common Stock                    | 12/16/2008                           |  | P                              |   | 900   | A          | \$1.6 | 21,000  | D  |   |
| Common Stock                    | 12/16/2008                           |  | P                              |   | 100   | A          | \$1.6 | 21,100  | D  |   |
| Common Stock                    | 12/16/2008                           |  | P                              |   | 400   | A          | \$1.6 | 21,500  | D  |   |
| Common Stock                    | 12/16/2008                           |  | P                              |   | 100   | A          | \$1.6 | 21,600  | D  |   |
| Common Stock                    | 12/16/2008                           |  | P                              |   | 100   | A          | \$1.6 | 21,700  | D  |   |
| Common Stock                    | 12/16/2008                           |  | P                              |   | 100   | A          | \$1.6 | 21,800  | D  |   |
| Common Stock                    | 12/16/2008                           |  | P                              |   | 100   | A          | \$1.6 | 21,900  | D  |   |
| Common Stock                    | 12/16/2008                           |  | P                              |   | 100   | A          | \$1.6 | 22,000  | D  |   |
| Common Stock                    | 12/16/2008                           |  | P                              |   | 100   | A          | \$1.6 | 22,100  | D  |   |
| Common Stock                    | 12/16/2008                           |  | P                              |   | 900   | A          | \$1.6 | 23,000  | 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:

/s/ Kimberly D. Gant,  
Attorney-in-fact for John M. Touns 12/17/2008

\*\* 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.