

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>CHEN MICAH</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>GENERAL COUNSEL</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/28/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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		1,316 <sup>(1)</sup>	A	\$0	23,559 <sup>(2)</sup>	D	
Common Stock	03/28/2022		A		1,254 <sup>(3)</sup>	A	\$0	24,813 <sup>(2)</sup>	D	
Common Stock	03/28/2022		F		588 <sup>(4)</sup>	D	\$30.84	24,225 <sup>(2)</sup>	D	
Common Stock	03/28/2022		F		560 <sup>(5)</sup>	D	\$30.84	23,665 <sup>(2)</sup>	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 1,316 shares of Common Stock.
- Includes (i) 5,000 shares of restricted stock that vest in two substantially equal installments on each of May 4, 2022 and May 4, 2023 and (ii) 3,800 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 1,254 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 Micah      03/30/2022  
Chen

\*\* 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.