FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPRO | OVAL | | | | | |
|------------------------|-----------|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | |
| Estimated average burd | en | | | | | |
| hours per response: | 0.5 | | | | | |

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

| 2401 EAST KATELLA AVE SUITE 300 | 1. Name and Address of Reporting Person* Heil Linda L | | | | | | 2. Issuer Name and Ticker or Trading Symbol Willdan Group, Inc. [WLDN] | | | | | | | | | 5. Rela (Check X | wner | | | | | | |
|--|---|--|------|---------------------------------|------------------------|-------------------------------------|--|---|-------|-----------------------------------|------------------|--|---|-----------------|--------|---|-------------------------------|--|--|-----------------|--|--|--|
| A. | | ST KATEL | , | Middle) | | | | | | | | | | | | | | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) Common Stock Derivative Securities Derivative Securit | (Street) ANAHE | IM CA | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | | Line) X Form filed by One Reporting Person Form filed by More than One Reporting | | | | | |
| Title of Security (Instr. 3) | (City) | (51 | | | n-Deriva | ative | Sec | uritio | s Acc | uired | Die | nosed o | of O | Rone | afic | ially | Owne | ad | | | | | |
| Common Stock | 1. Title of Security (Instr. 3) | | | | 2. Transaction Date | | 2/ Ex r) if | 2A. Deemed Execution Date, if any | | 3. Transaction Code (Instr. | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, | | | (A) o |) or 5. Am 4 and Secur Bene Owne | | ount of ties cially d Following | Form: Direct (D) or Indirect | | of Indirect Beneficial Ownership | | |
| Common Stock | | | | | | | | | | Code | v | Amount | | (A) or (D) | Pric | e | Transa | ection(s) | | | (IIISU. 4) | | |
| Common Stock 09/15/2010 S 200 D \$3.24 822,141 I Heil Marital Trust | Common | Stock | | | 09/15/ | /2010 | | | | S | | 13,540 | 0 | D | \$3 | 3.28 | 82 | 22,341 | I | | Dan W. Heil Marital | | |
| Common Stock O9/15/2010 S 6,260 D \$3.2 815,881 I Marital Trust | Common | Stock | | | 09/15/ | ′ 2 010 | | | | S | | 200 | | D | \$3 | 3.24 | 82 | 22,141 | I | | Dan W. Heil Marital | | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities (e.g., puts, calls, warrants, options, convertible securities) 2. Conversion or Exercise Price of Derivative Securities (Month/Day/Year) (Month/Day/Year) 2. Conversion Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 4) 2. Conversion Securities (Month/Day/Year) (Instr. 5) (Instr. 6) (Instr. 6) (Instr. 4) 2. Conversion Securities (Month/Day/Year) (Instr. 6) (Instr. 6) (Instr. 6) (Instr. 6) (Instr. 4) 2. Conversion Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 6) (Instr. 6) (Instr. 6) (Instr. 6) (Instr. 4) 3. Transaction (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 6) (Instr. 6) (Instr. 6) (Instr. 6) (Instr. 6) (Instr. 7) (Instr. 7 | Common | Stock | | | 09/15/ | /2010 | | | | S | | 6,260 |) | D | \$: | 3.2 | 8: | 15,881 | I | | Dan W. Heil Marital | | |
| (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security Instr. 3) 1. Title of Derivative Security Security Security Securities 1. Title of Derivative Securities 1. Title and Amount of Securities 2. Ownership Ornic Indirect 3. Number of Derivative Securities 3. Number of Indirect Securities 3. Number of Derivative Securities 3. Number of Amount of Securities 3. Number of Derivative Securities 3. Number of Amount of Securities 4. Derivative Securities 5. Number of Amount of Securities 6. Derivative Securities 6. Der | Common Stock | | | | | | | | | | | | | | 64,239 | | I | | Dan W. Heil Family | | | | |
| Derivative Security Price of Derivative Security Security Date (Month/Day/Year) Date (Month/Day/Y | | | Та | | | | | | | | | | | | | | wned | | | | | | |
| Code V (A) (D) Exercisable Date Expiration Of Shares | 1. Title of Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative | Date | 3A. Deem Execution if any | ed 4 | d 4. Date, Transact Code (Ins | | ion of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 | | 6. Date E | xercis n Date | able and | 7. Title and Amount of Securities Underlying Derivative Security (Instr. | | | 8. Pr Deri Sec (Inst | rivative curity str. 5) | derivative Securities Beneficially Owned Following Reported Transaction(| Owner Form Direct or Inc (I) (In | t (D) lirect | of Indirect Beneficial Ownership | | |
| | Explanation | of Resnors | es: | | ı | Code | v | (A) | | | | | Title | or Nun of | nber | | | | | | | | |

/s/ Kimberly D. Gant,

Attorney-in-Fact for Linda L. 09/15/2010

Heil

** Signature of Reporting Person Date

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.

 $^{^{\}star}$ 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).