

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>WHITELAW PAUL MILTON</u>	2. Date of Event Requiring Statement (Month/Day/Year) 03/14/2018	3. Issuer Name and Ticker or Trading Symbol <u>Willdan Group, Inc. [ WLDN ]</u>	
		4. 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>SVP, Business Development</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 03/20/2018
(Last) (First) (Middle) 2401 E. KATELLA AVE SUITE 300			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
(Street) ANAHEIM CA 92806			
(City) (State) (Zip)			

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,085 <sup>(1)(2)</sup>	D	

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	(3)	03/26/2022	Common Stock	1,000	3.84	D
Stock Option (Right to Buy)	(4)	05/05/2026	Common Stock	15,000	10.81	D
Stock Option (Right to Buy)	(5)	11/02/2026	Common Stock	20,000	16.09	D
Stock Option (Right to Buy)	(6)	03/08/2027	Common Stock	6,670	28.19	D
Stock Option (Right to Buy)	(7)	10/31/2027	Common Stock	6,670	30.06	D

## Explanation of Responses:

- Includes (i) 889 shares of restricted stock that vest in two substantially equal installments on each of March 8, 2019 and March 8, 2020 and (ii) 1,333 shares of restricted stock that vest in three substantially equal installments on each of October 31, 2018, October 18, 2019 and October 18, 2020.
- The original Form 3 inadvertently included an additional 172 shares in the total amount of securities beneficially owned.
- The option became exercisable in three substantially equal installments on each of March 26, 2013, March 26, 2014 and March 26, 2015.
- The option is exercisable in three substantially equal installments. The first installment became exercisable on May 5, 2017, and the next two installments will become exercisable on each of May 5, 2018 and May 5, 2019.
- The option is exercisable in three substantially equal installments. The first installment became exercisable on November 2, 2017, and the next two installments will become exercisable on each of November 2, 2018 and November 2, 2019.
- The option is exercisable in three substantially equal installments. The first installment became exercisable on March 8, 2018, and the next two installments will become exercisable on each of March 8, 2019 and March 8, 2020.
- The option becomes exercisable in three substantially equal installments on each of October 31, 2018, October 31, 2019 and October 31, 2020.

## Remarks:

Exhibit List - Exhibit 24 - Power of Attorney. This amended Form 3 is filed to accurately report the amount of securities beneficially owned.

/s/ Stacy McLaughlin,

Attorney-in-fact for Paul

Milton Whitelaw

03/30/2018

\*\* 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 5 (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.