FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

on, D.C. 20549

OMR A	PPROVAL
OMB Number:	3235-028

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

instruction 1(b	or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol Willdan Group, Inc. [WLDN] 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director Officer (give title Other (specify											
	-		or S	Section 30(h) of the	Ínvestment Co	ompany Act of 1940						
<u>Holdsworth</u>	Raymond V	<u>V Jr</u>	VVI	<u>nuan Group,</u>	IIIC. [WLI	JN J	Ι`	,	109	% Owner		
(Last) (First) (Middle) 2401 EAST KATELLA AVENUE				ate of Earliest Trans	saction (Month	n/Day/Year)		Officer (give tit below)				
SUITE 300			4. If	Amendment, Date	of Original File	d (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)							X	Form filed by 0	One Reporting P	erson		
ANAHEIM CA 92806								Form filed by N Person	More than One F	Reporting		
(City)	(State)	(Zip)										
		Table I - No	on-Derivative	Securities Ac	quired, Di	sposed of, or Benefi	cially	Owned				
1. Title of Securit	ty (Instr. 3)		2. Transaction Date	2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 a	ınd S	. Amount of ecurities	6. Ownership Form: Direct	7. Nature of Indirect		

(Street) ANAHEIM (City) 1. Title of Security (CA (State)	92806 (Zip)	2. Transaction	e Securities Ac	3.		4. Securities	Acquired	eneficial	Form filed by Person Iy Owned 5. Amount of	One Reporting F More than One F	Reporting 7. Nature of
,	•		Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		5)			Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
Common Stock			08/14/2012		P	v	Amount 200	(A) or (D)	\$1.36	(Instr. 3 and 4)	I	By The Holdsworth Family Trust
Common Stock			08/14/2012		P		800	A	\$1.36	1,000	I	By The Holdsworth Family Trust
Common Stock			08/14/2012		P		200	A	\$1.36	1,200	I	By The Holdsworth Family Trust
Common Stock			08/15/2012		P		1,000	A	\$1.45	2,200	I	By The Holdsworth Family Trust
Common Stock			08/15/2012		P		900	A	\$1.45	3,100	I	By The Holdsworth Family Trust
Common Stock			08/15/2012		P		100	A	\$1.44	3,200	I	By The Holdsworth Family Trust
Common Stock			08/15/2012		P		200	A	\$1.4	3,400	I	By The Holdsworth Family Trust
Common Stock			08/15/2012		P		100	A	\$1.45	3,500	I	By The Holdsworth Family Trust
Common Stock			08/15/2012		P		500	A	\$1.45	4,000	I	By The Holdsworth Family Trust
Common Stock			08/15/2012		P		200	A	\$1.43	4,200	I	By The Holdsworth Family Trust

		Tabl	le I - No	n-Deriv	ative	Sec	urities	Ac	quired	l, Di	sposed o	f, or Be	eneficia	ally Own	ed			
1. Title of S	1. Title of Security (Instr. 3)					2A. Deemed Execution Date, if any (Month/Day/Year)	,	3. Transaction Code (Instr. 8)		4. Securities Disposed O 5)	f (D) (Inst		Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct II ndirect B r. 4) C	. Nature of ndirect eneficial wnership nstr. 4)	
										v	Amount	(A) or (D)	Price	Transact (Instr. 3	tion(s)			
Common Stock				08/15/	2012				P		300	A	\$1.45	4,5	500	I	I F	By The Holdsworth Tamily Trust
Common Stock			08/15/2	2012				P		200	A	\$1.45	4,7	700	I	I F	By The Holdsworth Family Trust	
Common Stock			08/15/2012				P		300	A	\$1.43	5,0	000	I	I F	By The Holdsworth Family Frust		
Common Stock			08/15/2012				Р 300		300	A	\$1.43	5,300		I	I F	By The Holdsworth Family Trust		
Common Stock			08/15/	08/15/2012				P		200	A	\$1.45	5,5	5,500		I F	By The Holdsworth Tamily Trust	
Common	Stock			08/15/	2012				P		300	A	\$1.45	5,8	800	I	I F	By The Holdsworth Family Trust
Common Stock			08/15/2	2012				P		200	A	\$1.43	6,0	000	I	I F	By The Holdsworth Family Trust	
Common Stock			08/15/2012					P		200	A	\$1.43	6,2	200	I	I F	By The Holdsworth Tamily Trust	
Common Stock			08/15/2012			P			2,300	A	\$1.45	8,500		I	I F	By The Holdsworth Family Frust		
Common Stock			08/15/2012					P		1,500	A	\$1.43	3 10,000		I	I F	By The Holdsworth Family Trust	
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. Deen Executio if any	eemed 4. ution Date, Transa		5. Number of		iber tive ties ed	6. Date Exer Expiration D (Month/Day/		cisable and	7. Title a Amount Securitic Underlyi Derivativ Security and 4)	nd of es ing	8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitie Beneficia Owned Followin Reported Transact (Instr. 4)	re Ces Fally Cog (for the context of	Dunership Form: Direct (D) or Indirect I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date		Amount or Number of Shares					

Explanation of Responses:

/s/ Kimberly D. Gant,

Attorney-in-fact for Raymond 08/15/2012

** 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.

^{*} 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).