Lenocker W Tracy Form 4 September 15, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Lenocker W Tracy			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Willdan Group, Inc. [WLDN]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	X Director 10% Owner			
2401 EAST KATELLA			09/15/2009	Officer (give title Other (specify			
AVE, SUITE 300				below) below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
ANAHEIM, CA 92806				Form filed by More than One Reporting Person			
				1 (13011			

(City)	(State) (2	Zip) Table	e I - Non-D	erivative	Secur	ities Acc	quired, Disposed	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed			3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			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	Transaction(s) (Instr. 3 and 4)		
Common Stock	09/15/2009		S	140	D	\$ 2.51	215,860	D	
Common Stock	09/15/2009		S	2,500	D	\$ 2.52	213,360	D	
Common Stock	09/15/2009		S	1,000	D	\$ 2.53	212,360	D	
Common Stock	09/15/2009		S	600	D	\$ 2.55	211,760	D	
Common Stock	09/15/2009		S	4,040	D	\$ 2.57	207,720	D	

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Common Stock	09/15/2009	S	520	D	\$ 2.58	207,200	D
Common Stock	09/15/2009	S	3,348	D	\$ 2.61	203,852	D
Common Stock	09/15/2009	S	100	D	\$ 2.61	203,752	D
Common Stock	09/15/2009	S	233	D	\$ 2.63	203,519	D
Common Stock	09/15/2009	S	100	D	\$ 2.65	203,419	D
Common Stock	09/15/2009	S	1,100	D	\$ 2.66	203,319	D
Common Stock	09/15/2009	S	100	D	\$ 2.67	202,219	D
Common Stock	09/15/2009	S	1,219	D	\$ 2.68	201,000	D
Common Stock	09/15/2009	S	1,000	D	\$ 2.69	200,000	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	tiorNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) Derivativo	e		Securi	ties	(Instr. 5)
	Derivative				Securities	;		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date		Number	
				~					of	
				Code \	V(A) (D)				Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lenocker W Tracy 2401 EAST KATELLA AVE SUITE 300 ANAHEIM, CA 92806

Signatures

/s/ Kimberly D. Gant, Attorney-in-fact for W. Tracy
Lenocker 09/15/2009

X

**Signature of Reporting Person Date

Explanation of Responses:

- * 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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