**Brisbin Thomas Donald** Form 4/A August 20, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and A Brisbin Tho	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol Willdan Group, Inc. [WLDN]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)  2401 EAST AVENUE,	Oate of Earliest Transaction onth/Day/Year) 04/2007				X Director 10% Owner X Officer (give title Other (specify below)					
ANAHEIM	(Street)  4. If Amendment, Date Original Filed(Month/Day/Year) 12/12/2007  ANAHEIM, CA 92806						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) 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. 4. Securities Acquired Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or		l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	12/04/2007		Code V P	Amount 6,665	(D)	Price \$ 6.5	6,665 <u>(1)</u>	D		
Common Stock	12/11/2007		P	2,300	A	\$ 6.5	8,965 (1)	D		
Common Stock	12/11/2007		P	10,400	A	\$ 6.61	19,365 (1)	D		
Common Stock	12/12/2007		P	6,100	A	\$ 6.58	25,465 (1)	D		

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

#### Edgar Filing: Brisbin Thomas Donald - Form 4/A

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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 a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumbe		Expiration Date		Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	01			
						Exercisable	•	Title Number			
								of			
				Code V	(A) (D)			S	hares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

**Brisbin Thomas Donald** 

2401 EAST KATELLA AVENUE X Chief Executive Officer **SUITE 300** 

ANAHEIM, CA 92806

## **Signatures**

/s/ Kimberly D. Gant, Attorney-in-Fact for Thomas D.

Brisbin 08/12/2010

> \*\*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).
- The original filing contained incorrect Amounts of Securities Beneficially Owned Following Reported Transaction(s) in Column 5 of Table I. This filing contains the correct Amounts of Securities Beneficially Owned Following Reported Transaction(s).

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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