**Chow Daniel** Form 4/A March 28, 2012

# FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires:

Number:

**OMB** 

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**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Form 5 obligations may continue. See Instruction

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* Chow Daniel

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First) (Middle) Willdan Group, Inc. [WLDN]

(Check all applicable)

CEO of Willdan Engineering

2401 EAST KATELLA

3. Date of Earliest Transaction (Month/Day/Year)

03/26/2012

Director 10% Owner X\_ Officer (give title Other (specify below) below)

AVE, SUITE 300

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

(Month/Day/Year)

Applicable Line)

03/26/2012

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

ANAHEIM, CA 92806

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

3. Execution Date, if Code

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

Reported Transaction(s)

(A) Code V Amount (D) Price

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. l Underlying Securities De (Instr. 3 and 4) Sec

#### Edgar Filing: Chow Daniel - Form 4/A

(In

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquire (A) or Dispose (D) (Instr. 3, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.84 (1)	03/26/2012		A		7,000		<u>(2)</u>	03/26/2022	Common Stock	7,000

# **Reporting Owners**

Reporting Owner Name / Address
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Director 10% Owner Officer Other

Chow Daniel
2401 EAST KATELLA AVE
SUITE 300
ANAHEIM, CA 92806

CEO of
Willdan
Engineering

### **Signatures**

/s/ Kimberly D. Gant, Attorney-in-fact for Daniel
Chow
03/28/2012

\*\*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).
- (1) The original filing contained an incorrect Conversion or Exercise Price of Derivative Security in Column 2 of Table II. This filing contains the correct Conversion or Exercise Price of Derivative Security of \$3.84.
- (2) The option becomes exercisable in three equal installments on each of March 26, 2013, March 26, 2014 and March 26, 2015.

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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