Holdsworth Raymond W Jr Form 4 August 15, 2012

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per 0.5 response...

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Holdsworth Raymond W Jr			Symbol Willdan Group, Inc. [WLDN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	X Director 10% Owner			
2401 EAST KATELLA AVENUE, SUITE 300			08/14/2012	Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ANAHEIM, CA 92806			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secui	rities Ac	equired, Disposed	l of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	08/14/2012		P	200	A	\$ 1.36	200	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
Common Stock	08/15/2012	P	300	A	\$ 1.45	4,500	I	By The Holdsworth Family Trust
Common Stock	08/15/2012	P	200	A	\$ 1.45	4,700	I	By The Holdsworth Family Trust
Common Stock	08/15/2012	P	300	A	\$ 1.43	5,000	I	By The Holdsworth Family Trust
Common Stock	08/15/2012	P	300	A	\$ 1.43	5,300	I	By The Holdsworth Family Trust
Common Stock	08/15/2012	P	200	A	\$ 1.45	5,500	I	By The Holdsworth Family Trust
Common Stock	08/15/2012	P	300	A	\$ 1.45	5,800	I	By The Holdsworth Family Trust
Common Stock	08/15/2012	P	200	A	\$ 1.43	6,000	I	By The Holdsworth Family Trust
Common Stock	08/15/2012	P	200	A	\$ 1.43	6,200	I	By The Holdsworth Family Trust

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Common Stock	08/15/2012	P	2,300	A	\$ 1.45	8,500	I	By The Holdsworth Family Trust
Common Stock	08/15/2012	P	1,500	A	\$ 1.43	10,000	I	By The Holdsworth Family Trust

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

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Date

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.	ctio	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
Holdsworth Raymond W Jr 2401 EAST KATELLA AVENUE SUITE 300 ANAHEIM, CA 92806	X							

**Signature of Reporting Person

Signatures

/s/ Kimberly D. Gant, Attorney-in-fact for Raymond W. Holdsworth, Jr. 08/15/2012

3 Reporting Owners

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.