

Willdan Group, Inc.  
Form 4  
June 04, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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. Name and Address of Reporting Person \*  
Holdsworth Raymond W Jr

2. Issuer Name and Ticker or Trading Symbol  
Willdan Group, Inc. [WLDN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2401 EAST KATELLA AVENUE, SUITE 300  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/03/2013

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

ANAHEIM, CA 92806

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership Indirect Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	06/03/2013		P	3,100	A	\$ 2.95	23,100	I	By The Holdsworth Family Trust
Common Stock	06/03/2013		P	100	A	\$ 2.88	23,200	I	By The Holdsworth Family Trust
Common Stock	06/03/2013		P	100	A	\$ 2.92	23,300	I	By The Holdsworth Family Trust
Common Stock	06/03/2013		P	253	A	\$ 2.93	23,553	I	By The Holdsworth

Common Stock	Transaction Date	Type	Quantity	Code	Price	Value	Expiration	Beneficial Owner
Common Stock	06/03/2013	P	27	A	\$ 2.96	23,580	I	Family Trust By The Holdsworth Family Trust
Common Stock	06/03/2013	P	420	A	\$ 2.97	24,000	I	Family Trust By The Holdsworth Family Trust
Common Stock	06/04/2013	P	1,078	A	\$ 2.95	25,078	I	Family Trust By The Holdsworth Family Trust
Common Stock	06/04/2013	P	163	A	\$ 2.96	25,241	I	Family Trust By The Holdsworth Family Trust
Common Stock	06/04/2013	P	4,759	A	\$ 3	30,000	I	Family Trust 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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(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Holdsworth Raymond W Jr  
2401 EAST KATELLA AVENUE  
SUITE 300  
ANAHEIM, CA 92806

## Signatures

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

06/04/2013

\_\_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.

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