

Willdan Group, Inc.
Form 4
March 16, 2017

FORM 4

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

OMB APPROVAL

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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 *
McLaughlin Stacy B.

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

ANAHEIM, CA 92806

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)	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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/14/2017		M		10,000 A \$ 3.89	14,569 ⁽¹⁾	D
Common Stock	03/14/2017		M		5,000 A \$ 13.86	19,569 ⁽¹⁾	D
Common Stock	03/14/2017		M		3,333 A \$ 14.01	22,902 ⁽¹⁾	D
Common Stock	03/14/2017		S		11,317 D \$ 33.77 ⁽²⁾	11,585 ⁽¹⁾	D
Common Stock	03/14/2017		S		7,016 D \$ 34.42	4,569 ⁽¹⁾	D

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					<u>(3)</u>		
					\$		
Common Stock	03/14/2017		S	3,236	D	33.49	1,333 <u>(1)</u>
						<u>(4)</u>	D

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.89	03/14/2017		M	10,000	<u>(5)</u> 11/07/2023	Common Stock	10,000
Stock Option (Right to Buy)	\$ 13.86	03/14/2017		M	5,000	<u>(6)</u> 03/26/2025	Common Stock	5,000
Stock Option (Right to Buy)	\$ 14.01	03/14/2017		M	3,333	<u>(7)</u> 11/05/2024	Common Stock	3,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McLaughlin Stacy B. 2401 EAST KATELLA AVENUE SUITE 300 ANAHEIM, CA 92806			Chief Financial Officer	

Signatures

/s/ Stacy B.
McLaughlin

03/16/2017

__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) Includes 1,333 shares of restricted stock that vests in three substantially equal installments on each of March 8, 2018, March 8, 2019 and March 8, 2020.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.16 to \$34.01, inclusive. The reporting person undertakes to provide to Willdan Group, Inc., any security holder of Willdan Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3) and (4) to this Form 4.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.02 to \$34.99, inclusive.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.33 to \$33.50, inclusive.

- (5) The option became exercisable in three substantially equal installments on each of November 11, 2014, November 11, 2015 and November 11, 2016.

- (6) The option, representing a right to purchase a total of 15,000 shares, becomes completely exercisable in three equal installments. The first installment became exercisable on March 26, 2016, and the second and third installments will become exercisable on each of March 26, 2017 and March 26, 2018.

- (7) The option, representing a right to purchase a total of 5,000 shares, becomes completely exercisable in three substantially equal installments. The first and second installments became exercisable on each of November 5, 2015 and November 5, 2016, and the third installment will become exercisable on November 5, 2017.

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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