

Westfall Win  
Form 4  
December 14, 2017

**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  
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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Westfall Win

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  
AVE, SUITE 300

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/13/2017

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

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

ANAHEIM, CA 92806

☒ 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)	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)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/13/2017		M		5,000 A \$ 1.8	26,657 <sup>(1)</sup>	D
Common Stock	12/13/2017		M		5,000 A \$ 1.87	31,657 <sup>(1)</sup>	D
Common Stock	12/13/2017		M		5,000 A \$ 2.48	36,657 <sup>(1)</sup>	D
Common Stock	12/13/2017		M		5,000 A \$ 4.01	41,657 <sup>(1)</sup>	D
Common Stock	12/13/2017		M		2,000 A \$ 5.21	43,657 <sup>(1)</sup>	D

# Edgar Filing: Westfall Win - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 1.8	12/13/2017		M	5,000	<u>(2)</u>	06/04/2022	Common Stock	5,000	
Stock Option (Right to Buy)	\$ 1.87	12/13/2017		M	5,000	<u>(3)</u>	06/08/2019	Common Stock	5,000	
Stock Option (Right to Buy)	\$ 2.48	12/13/2017		M	5,000	<u>(4)</u>	06/07/2020	Common Stock	5,000	
Stock Option (Right to Buy)	\$ 4.01	12/13/2017		M	5,000	<u>(5)</u>	06/06/2021	Common Stock	5,000	
Stock Option (Right to Buy)	\$ 5.21	12/13/2017		M	2,000	<u>(6)</u>	06/10/2018	Common Stock	2,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Westfall Win  
2401 EAST KATELLA AVE  
SUITE 300  
ANAHEIM, CA 92806

X

## Signatures

/s/ Stacy B. McLaughlin, Attorney-in-Fact for Win  
Westfall

12/14/2017

\_\_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).

- Includes i) 1,474 shares of restricted stock that vest in three substantially equal installments on each June 8, 2018, June 8, 2019 and June 8, 2020, ii) 1,200 shares of restricted stock that vest on June 5, 2018 and iii) 3,056 shares of restricted stock that vest in two substantially equal installments on each of June 9, 2018 and June 9, 2019.
- (2) The option became exercisable in two equal installments on each of June 4, 2013 and June 4, 2014.
  - (3) The option became exercisable in two equal installments on each of June 8, 2010 and June 8, 2011.
  - (4) The option became exercisable in two equal installments on each of June 7, 2011 and June 7, 2012.
  - (5) The option became exercisable in two equal installments on each of June 6, 2012 and June 6, 2013.
  - (6) The option became exercisable in two equal installments on each of June 10, 2009 and June 10, 2010.

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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