

Willdan Group, Inc.  
 Form 4  
 October 09, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 Tripepi Frank

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

ANAHEIM, CA 9286

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 10/07/2014

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)  
 SVP, Business Development

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/07/2014		M		25,000	A	\$ 2.2
Common Stock	10/07/2014		M		1,500	A	\$ 1.87
Common Stock	10/07/2014		M		5,000	A	\$ 2.71

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

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number.

**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)	\$ 2.2	10/07/2014		M	25,000	<u>(1)</u> 11/05/2018	Common Stock	25,000
Stock Option (Right to Buy)	\$ 1.87	10/07/2014		M	1,500	<u>(2)</u> 06/08/2019	Common Stock	1,500
Stock Option (Right to Buy)	\$ 2.71	10/07/2014		M	5,000	<u>(3)</u> 08/12/2020	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tripepi Frank 2401 EAST KATELLA AVENUE SUITE 300 ANAHEIM, CA 9286			SVP, Business Development	

## Signatures

/s/ Stacy McLaughlin, Attorney-in-fact for Frank G. Tripepi  
10/09/2014

\_\_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 option became exercisable in three equal installments on each of November 5, 2009, November 5, 2010 and November 5, 2011.

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- (2) The option became exercisable in three equal installments on each of June 8, 2010, June 8, 2011 and June 8, 2012.
- (3) The option became exercisable in three equal installments on each of August 12, 2011, August 12, 2012 and August 12, 2013.

### **Remarks:**

Exhibit List: Exhibit 24- Power of Attorney

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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