

Willdan Group, Inc.  
Form 4  
October 13, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**RENKEN KEITH**

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)  
**10/09/2015**

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)	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	10/09/2015		M		5,000	A	\$ 1.87
Common Stock	10/09/2015		M		5,000	A	\$ 2.48
Common Stock					77,900	I	

See footnote 2. (2)

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

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SEC 1474 (9-02)

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**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)	\$ 2.48	10/09/2015		M	5,000	<sup>(4)</sup> 06/07/2020	Common Stock	5,000
Stock Option (Right to Buy)	\$ 1.87	10/09/2015		M	5,000	<sup>(3)</sup> 06/08/2019	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RENKEN KEITH 2401 EAST KATELLA AVE SUITE 300 ANAHEIM, CA 92806	X			

## Signatures

/s/ Stacy McLaughlin Attorney-in-Fact for Keith  
Renken

10/13/2015

\*\*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 2,500 shares of restricted stock that vest on June 6, 2016, and 3,600 shares of restricted stock that vest in three equal installments on each of June 5, 2016, June 5, 2017 and June 5, 2018.
  - (2) The shares are held by the LVRJC Partnership. The reporting person is the managing partner of the partnership and has sole voting and investment control over the shares of common stock held therein.

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(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.

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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