

WHITELAW PAUL MILTON
 Form 3/A
 March 30, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â WHITELAW PAUL MILTON			(Month/Day/Year)	Willdan Group, Inc. [WLDN]	
(Last)	(First)	(Middle)	03/14/2018		
2401 E. KATELLA AVE, Â SUITE 300			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		03/20/2018
ANAHEIM, Â CA Â 92806			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Business Development		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,085 <u>(1)</u> <u>(2)</u>	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (3)	03/26/2022	Common Stock	1,000	\$ 3.84	D	Â
Stock Option (Right to Buy)	Â (4)	05/05/2026	Common Stock	15,000	\$ 10.81	D	Â
Stock Option (Right to Buy)	Â (5)	11/02/2026	Common Stock	20,000	\$ 16.09	D	Â
Stock Option (Right to Buy)	Â (6)	03/08/2027	Common Stock	6,670	\$ 28.19	D	Â
Stock Option (Right to Buy)	Â (7)	10/31/2027	Common Stock	6,670	\$ 30.06	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITELAW PAUL MILTON 2401 E. KATELLA AVE SUITE 300 ANAHEIM, CA 92806	Â	Â	Â SVP, Business Development	Â

Signatures

/s/ Stacy McLaughlin, Attorney-in-fact for Paul Milton
Whitelaw

03/30/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 (i) 889 shares of restricted stock that vest in two substantially equal installments on each of March 8, 2019 and March 8, 2020 and (ii) 1,333 shares of restricted stock that vest in three substantially equal installments on each of October 31, 2018, October 18, 2019 and October 18, 2020.
- (2) The original Form 3 inadvertently included an additional 172 shares in the total amount of securities beneficially owned.
- (3) The option became exercisable in three substantially equal installments on each of March 26, 2013, March 26, 2014 and March 26, 2015.
- (4) The option is exercisable in three substantially equal installments. The first installment became exercisable on May 5, 2017, and the next two installments will become exercisable on each of May 5, 2018 and May 5, 2019.
- (5) The option is exercisable in three substantially equal installments. The first installment became exercisable on November 2, 2017, and the next two installments will become exercisable on each of November 2, 2018 and November 2, 2019.
- (6) The option is exercisable in three substantially equal installments. The first installment became exercisable on March 8, 2018, and the next two installments will become exercisable on each of March 8, 2019 and March 8, 2020.
- (7) The option becomes exercisable in three substantially equal installments on each of October 31, 2018, October 31, 2019 and October 31, 2020.

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Remarks:

Exhibit List - Exhibit 24 - Power of Attorney. This amended Form 3 is filed to accurately rep

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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