

Willdan Group, Inc.  
Form 4  
January 21, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
PHRONESIS PARTNERS L P

(Last) (First) (Middle)

130 EAST CHESTNUT STREET, SUITE 403

(Street)

COLUMBUS, OH 43215

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
09/22/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Beneficial Ownership (Instr. 4) |                        |   |                             |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------|---|-----------------------------|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |                        |   |                             |
| Common Stock, par value \$0.01 per share | 09/22/2009                           |  | P                              |   | 7,200   | A  | \$ 2.88   | 728,923 <sup>(1)</sup> | D |                             |
| Common Stock, par value \$0.01 per share | 09/22/2009                           |  | P                              |   | 0   | A  | \$ 0  | 728,923 <sup>(2)</sup> | I | By Phronesis Partners, L.P. |
| Common Stock, par value \$0.01 per share | 09/24/2009                           |  | P                              |   | 15,486  | A  | \$ 2.24   | 744,409 <sup>(1)</sup> | D |                             |

Edgar Filing: Willdan Group, Inc. - Form 4

|  |            |   |        |   |         |                    |   |                             |
|--|------------|---|--------|---|---------|--------------------|---|-----------------------------|
| Common Stock, par value \$0.01 per share | 09/24/2009 | P | 0      | A | \$ 0    | 744,409 <u>(2)</u> | I | By Phronesis Partners, L.P. |
| Common Stock, par value \$0.01 per share | 03/05/2010 | P | 200    | A | \$ 2.24 | 744,609 <u>(1)</u> | D |                             |
| Common Stock, par value \$0.01 per share | 03/05/2010 | P | 0      | A | \$ 0    | 744,609 <u>(2)</u> | I | By Phronesis Partners, L.P. |
| Common Stock, par value \$0.01 per share | 03/09/2010 | P | 10,450 | A | \$ 2.33 | 755,059 <u>(1)</u> | D |                             |
| Common Stock, par value \$0.01 per share | 03/09/2010 | P | 0      | A | \$ 0    | 755,059 <u>(2)</u> | I | By Phronesis Partners, L.P. |
| Common Stock, par value \$0.01 per share | 03/10/2010 | P | 561    | A | \$ 2.38 | 755,620 <u>(1)</u> | D |                             |
| Common Stock, par value \$0.01 per share | 03/10/2010 | P | 0      | A | \$ 0    | 755,620 <u>(2)</u> | I | By Phronesis Partners, L.P. |
| Common Stock, par value \$0.01 per share | 03/17/2010 | P | 10,200 | A | \$ 2.45 | 765,820 <u>(1)</u> | D |                             |
| Common Stock, par value \$0.01 per share | 03/17/2010 | P | 0      | A | \$ 0    | 765,850 <u>(2)</u> | I | By Phronesis Partners, L.P. |
| Common Stock, par value \$0.01 per share | 04/21/2010 | P | 26,000 | A | \$ 2.38 | 791,820 <u>(1)</u> | D |                             |
| Common Stock, par value \$0.01 per share | 04/21/2010 | P | 0      | A | \$ 0    | 791,820 <u>(2)</u> | I | By Phronesis Partners, L.P. |
|  | 04/23/2010 | P | 467    | A |         | 792,287 <u>(1)</u> | D |                             |

Edgar Filing: Willdan Group, Inc. - Form 4

|  |            |   |       |   |         |                        |   |                             |
|--|------------|---|-------|---|---------|------------------------|---|-----------------------------|
| Common Stock, par value \$0.01 per share |            |   |       |   | \$ 2.39 |                        |   |                             |
| Common Stock, par value \$0.01 per share | 04/23/2010 | P | 0     | A | \$ 0    | 792,287 <sup>(2)</sup> | I | By Phronesis Partners, L.P. |
| Common Stock, par value \$0.01 per share | 06/11/2010 | P | 425   | A | \$ 2.61 | 792,712 <sup>(1)</sup> | D |                             |
| Common Stock, par value \$0.01 per share | 06/11/2010 | P | 0     | A | \$ 0    | 792,712 <sup>(2)</sup> | I | By Phronesis Partners, L.P. |
| Common Stock, par value \$0.01 per share | 06/14/2010 | P | 1,500 | A | \$ 2.68 | 794,212 <sup>(1)</sup> | D |                             |
| Common Stock, par value \$0.01 per share | 06/14/2010 | P | 0     | A | \$ 0    | 794,212 <sup>(2)</sup> | I | By Phronesis Partners, L.P. |
| Common Stock, par value \$0.01 per share | 08/13/2010 | P | 6,500 | A | \$ 3.07 | 800,712 <sup>(1)</sup> | D |                             |
| Common Stock, par value \$0.01 per share | 08/13/2010 | P | 0     | A | \$ 0    | 800,712 <sup>(2)</sup> | I | By Phronesis Partners, L.P. |
| Common Stock, par value \$0.01 per share | 11/24/2010 | P | 100   | A | \$ 3.43 | 800,812 <sup>(1)</sup> | D |                             |
| Common Stock, par value \$0.01 per share | 11/24/2010 | P | 0     | A | \$ 0    | 800,812 <sup>(2)</sup> | I | By Phronesis Partners, L.P. |
| Common Stock, par value \$0.01 per share | 11/26/2010 | P | 1,000 | A | \$ 3.26 | 801,812 <sup>(1)</sup> | D |                             |
|  | 11/26/2010 | P | 0     | A | \$ 0    | 801,812 <sup>(2)</sup> | I |                             |

|  |            |   |     |   |         |                        |   |  |                             |
|--|------------|---|-----|---|---------|------------------------|---|--|-----------------------------|
| Common Stock, par value \$0.01 per share |            |   |     |   |         |                        |   |  | By Phronesis Partners, L.P. |
| Common Stock, par value \$0.01 per share | 12/02/2010 | P | 875 | A | \$ 3.53 | 802,687 <sup>(1)</sup> | D |  |                             |
| Common Stock, par value \$0.01 per share | 12/02/2010 | P | 0   | A | \$ 0    | 802,687 <sup>(2)</sup> | I |  | By Phronesis Partners, L.P. |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| PHRONESIS PARTNERS L P<br>130 EAST CHESTNUT STREET<br>SUITE 403<br>COLUMBUS, OH 43215 |               | X         |         |       |

## Signatures

/s/ James E.  
Wiggins

01/21/2011

\_\_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) These securities are owned by Phronesis Partners, L.P., which is a Reporting Person.
- (2) These securities may be deemed to be beneficially owned by James E. Wiggins, the general partner of Phronesis Partners, L.P.

### Remarks:

The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest th

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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