Willdan Group, Inc. Form 4 January 14, 2015

# FORM 4

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

OMB Number:

5 Deletionship of Deporting Degrap(s) t

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Expires: January 31, 2005

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person _ Tipermas Marc			2. Issuer Name a Symbol	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			Willdan Group	o, Inc. [WLDN]	(Chec	ck all applicable)		
(Last)	(First)	(Middle)	3. Date of Earlies	Transaction				
			(Month/Day/Year	)		10% Owner		
2401 EAST	T KATELLA		01/12/2015			e titleOther (specify		
AVENUE,	SUITE 300				below) President	below) of National Programs		
	(Street)		4. If Amendment,	Date Original	6. Individual or Jo	oint/Group Filing(Check		
			Filed(Month/Day/Y	'ear)	Applicable Line)			
						One Reporting Person		
ANAHEIM	I, CA 92806				Form filed by N Person	More than One Reporting		
(City)	(State)	(Zip)	Table I - No	n-Derivative Securities Acq	quired, Disposed o	f, or Beneficially Owned		
1.Title of	2. Transaction	Date 2A. Deer	ned 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature		

						-	•		~	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	01/12/2015		M	16,000	A	\$ 3.84	51,000	D		
Common Stock	01/12/2015		M	3,333	A	\$ 3.89	54,333	D		

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 3.84	01/12/2015		M	16,000	<u>(1)</u>	03/26/2022	Common Stock	16,000	
Stock Option (Right to Buy)	\$ 3.89	01/12/2015		M	3,333	(2)	11/07/2023	Common Stock	3,333	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
· ·	Director	10% Owner	Officer	Other			
Tipermas Marc 2401 EAST KATELLA AVENUE SUITE 300 ANAHEIM, CA 92806			President of National Programs				

## **Signatures**

/s/ Stacy B. McLaughlin, Attorney-in-fact for Marc Tipermas

01/14/2015 Date

\*\*Signature of Reporting Person

### **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 March 26, 2013, March 26, 2014 and March 26, 2015.
- (2) The option became exercisable in three equal installments on each of November 7, 2014, November 7, 2015 and November 7, 2016.

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.

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