Willdan Group, Inc. Form 4 December 11, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

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

(Print or Type Responses)

1(b).

Stock

Stock

Common

12/11/2008

(Print or Type R	esponses)										
1. Name and Address of Reporting Person * TOUPS JOHN M			2. Issuer Name and Ticker or Trading Symbol Willdan Group, Inc. [WLDN]					5. Relationship of Reporting Person(s) to Issuer			
(Last) 2401 EAST I AVE, SUITE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/11/2008				X Director Officer (given below)		6 Owner er (specify		
Filed(Month/Day/Year) Applicable Line) _X_ Form filed by						Joint/Group Filing(Check One Reporting Person More than One Reporting					
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	y (Month/Day/Year) Execution I		on Date, if	Oate, if Transaction(A) or Disposed of Society (A) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 8) (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)			
Common Stock	12/11/2008			Code V P	Amount 600	(D)	Price \$ 1.6	6,850	D		
Common Stock	12/11/2008			P	300	A	\$ 1.6	7,150	D		
Common Stock	12/11/2008			P	100	A	\$ 1.6	7,250	D		
Common	12/11/2008			P	500	A	\$ 1.75	7,750	D		

P

200

7,950

D

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Common Stock	12/11/2008	P	400	A	\$ 1.73	8,350	D
Common Stock	12/11/2008	P	100	A	\$ 1.73	8,450	D
Common Stock	12/11/2008	P	100	A	\$ 1.73	8,550	D
Common Stock	12/11/2008	P	100	A	\$ 1.73	8,650	D
Common Stock	12/11/2008	P	100	A	\$ 1.74	8,750	D
Common Stock	12/11/2008	P	100	A	\$ 1.74	8,850	D
Common Stock	12/11/2008	P	2,400	A	\$ 1.75	11,250	D
Common Stock	12/11/2008	P	100	A	\$ 1.75	11,350	D
Common Stock	12/11/2008	P	100	A	\$ 1.6	11,450	D
Common Stock	12/11/2008	P	100	A	\$ 1.6	11,550	D
Common Stock	12/11/2008	P	100	A	\$ 1.72	11,650	D
Common Stock	12/11/2008	P	100	A	\$ 1.72	11,750	D
Common Stock	12/11/2008	P	35	A	\$ 1.72	11,785	D
Common Stock	12/11/2008	P	100	A	\$ 1.75	11,885	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)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo

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Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable Date or

Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
TOUPS JOHN M								
2401 EAST KATELLA AVE	X							
SUITE 300	Λ							
ANAHEIM, CA 92806								

Signatures

/s/ Kimberly D. Gant, Attorney-in-fact for John M.
Toups
12/11/2008

**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).

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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