

Willdan Group, Inc.  
Form 3  
January 21, 2011

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 <b>and</b> Ticker or Trading Symbol	
Â PHRONESIS PARTNERS L			(Month/Day/Year)	Willdan Group, Inc. [WLDN]	
P			09/21/2009		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
130 EAST CHESTNUT STREET,Â SUITE 403			(Check all applicable)		
(Street)			___ Director		6. Individual or Joint/Group Filing(Check Applicable Line)
COLUMBUS,Â OHÂ 43215			___ Officer		___X___ Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below)		___ Form filed by More than One Reporting Person
			___ 10% Owner		
			___ Other		
			(specify below)		

**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, par value \$0.01 per share	721,723 <sup>(1)</sup>	D	Â
Common Stock, par value \$0.01 per share	721,723 <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.

SEC 1473 (7-02)

**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.**

**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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	--	---------------------------	----------------------	--

Edgar Filing: Willdan Group, Inc. - Form 3

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHRONESIS PARTNERS L P 130 EAST CHESTNUT STREET SUITE 403 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 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) 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

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.