Willdan Group, Inc. Form 4 May 03, 2017

FORM 4

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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OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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).

Common

Stock

05/02/2017

(Print or Type Responses)

1. Name and Address of Reporting Person * Tipermas Marc			ssuer Name and bol	I Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(T) (AFIII)			* .	inc. [WLDN]	(Check all applicable)			
(Last)	(First) (Middle) 3. D	ate of Earliest Tr	ransaction				
		(Mo	nth/Day/Year)		Director		Owner	
2401 EAST KATELLA			02/2017		_X_ Officer (give title Other (specify			
AVENUE, SUITE 300					below) below) President of National Programs			
(Street)			Amendment, Da	ate Original	6. Individual or Joint/Group Filing(Check			
		Filed	l(Month/Day/Year	r)	Applicable Line) _X_ Form filed by	One Reporting Pe	erson	
ANAHEIM, CA 92806					Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-I	Derivative Securities Acq	quired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Dat	e 2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Dat	e, if Transacti	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial	
		(Month/Day/Y	ear) (Instr. 8)		Owned	Indirect (I)	Ownership	
					Following	(Instr. 4)	(Instr. 4)	
				(A)	Reported			

(A)

(D)

Price

Amount

25,000

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

M

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Transaction(s) (Instr. 3 and 4)

D

53,047

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

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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)	ctionDerivative Securities		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)	\$ 9.38	05/02/2017		M	2	25,000	<u>(1)</u>	05/22/2017	Common Stock	25,000

Reporting Owners

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

Signatures

/s/ Stacy McLaughlin, Attorney-in-fact for Marc
Tipermas 05/03/2017

**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) The option became exercisable in three substantially equal installments on each of May 22, 2008, May 22, 2009 and May 22, 2010.

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.

Reporting Owners 2