

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

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
130 EAST CHESTNUT STREET, SUITE 403
(Street)

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

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

COLUMBUS, OH 43215

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	09/22/2009		P		0	A	\$ 0	728,923 ⁽²⁾	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 ⁽¹⁾	D	

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

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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 <u>(2)</u>	I	By Phronesis Partners, L.P.
Common Stock, par value \$0.01 per share	06/11/2010	P	425	A	\$ 2.61	792,712 <u>(1)</u>	D	
Common Stock, par value \$0.01 per share	06/11/2010	P	0	A	\$ 0	792,712 <u>(2)</u>	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 <u>(1)</u>	D	
Common Stock, par value \$0.01 per share	06/14/2010	P	0	A	\$ 0	794,212 <u>(2)</u>	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 <u>(1)</u>	D	
Common Stock, par value \$0.01 per share	08/13/2010	P	0	A	\$ 0	800,712 <u>(2)</u>	I	By Phronesis Partners, L.P.
Common Stock, par value \$0.01 per share	11/24/2010	P	100	A	\$ 3.43	800,812 <u>(1)</u>	D	
Common Stock, par value \$0.01 per share	11/24/2010	P	0	A	\$ 0	800,812 <u>(2)</u>	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 <u>(1)</u>	D	
	11/26/2010	P	0	A	\$ 0	801,812 <u>(2)</u>	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 ⁽¹⁾	D		
Common Stock, par value \$0.01 per share	12/02/2010	P	0	A	\$ 0	802,687 ⁽²⁾	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 (Instr. 5)
				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 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 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.

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