Edgar Filing: Willdan Group, Inc. - Form 4/A

Willdan Gro	oup, Inc.									
Form 4/A	-									
May 30, 200										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							9PROVA 3235-(
Check th if no lon subject t Section	o states		F CHANGES IN BENEFICIAL OWNERSHIP (SECURITIES				WNERSHIP OF	Expires: Estimated	stimated average	
Form 4 o Form 5 obligatio may con	Form 4 or Form 5 obligations may continue.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 19400.5									0.5
(Print or Type	Responses)									
Smith Ann Rochelle S			2. Issuer Name and Ticker or Trading Symbol Willdan Group, Inc. [WLDN]			ing	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 2401 EAST SUITE 300	KATELLA AV	(Month/	of Earliest Tr Day/Year) 2006	ransaction			X Director	109	6 Owner er (specify	
	(Street)	Filed(Me	. If Amendment, Date Original iled(Month/Day/Year) 1/28/2006			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
	I, CA 92806						Person		1 0	
(City)	(State)	(Zip) Tal	ole I - Non-I	Derivative	Secu	rities A	cquired, Disposed	of, or Beneficia	lly Owned	l
(Instr. 3) any		Execution Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price) 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 Indirect Beneficia Ownershi (Instr. 4)	1	
						Price				
Reminder: Rej	port on a separate line	e for each class of sec	urities benef	•		•	or indirectly.	ection of S	SEC 1474	

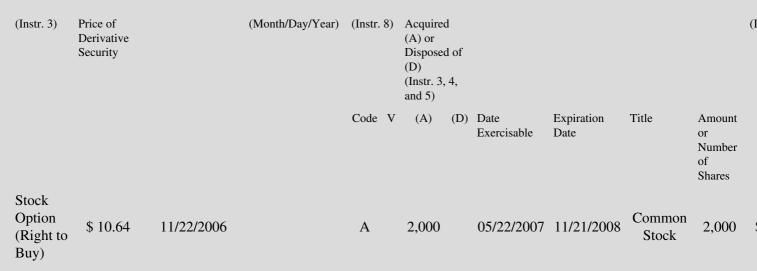
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities 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. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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Reporting Owners

Reporting Owner Name / Address		Relationships					
		Director	10% Owner	Officer	Other		
Smith Ann Rochelle 2401 EAST KATELLA AV ANAHEIM, CA 92806	VENUE, SUITE 300	Х					
Signatures							
/s/ Ann Rochelle Smith	05/23/2007						
<u>**</u> 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).

Remarks:

The original filing contained an incorrect transaction date, date exercisable and expiration date. This filing contains the correct

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. n in accordance with the deferred compensation plan.(2)Includes phantom stock acquired through dividend reinvestment.

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