

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Wheelock Charles E.		2. Issuer Name and Ticker or Trading Symbol Williams Industrial Services Group Inc. [WLMS]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ SVP, Chief Admin Off, GC, Sec	
(Last) (First) (Middle) C/O WILLIAMS INDUSTRIAL SRVS GRP INC., 100 CRESCENT CENTRE PKWY STE 1240		3. Date of Earliest Transaction (Month/Day/Year) 03/31/2021			
(Street) TUCKER, GA 30084		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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, \$0.01 par value per share	03/31/2021		M ⁽¹⁾		8,939	A	(1)	76,133	D	
Common Stock, \$0.01 par value per share	03/31/2021		M ⁽⁴⁾		14,326	A	(4)	90,459	D	
Common Stock, \$0.01 par value per share	03/31/2021		A ⁽²⁾		11,971	A	\$ 0	102,430	D	
Common Stock, \$0.01 par value per share	03/31/2021		F ⁽³⁾		13,648	D	\$ 3.48	88,782	D	

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

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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 Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	03/31/2021		M		8,939		(1)	(1)	Common Stock	8,939	\$ 0	8,940	D	
Restricted Stock Units	(4)	03/31/2021		M		14,326		(4)	(4)	Common Stock	14,326	\$ 0	28,653	D	
Restricted Stock Units	(5)	03/31/2021		A		22,759		(5)	(5)	Common Stock	22,759	\$ 0	22,759	D	
Performance-Based Restricted Stock Units	(6)							(6)	(6)	Common Stock	30,333		30,333	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wheelock Charles E. C/O WILLIAMS INDUSTRIAL SRVS GRP INC. 100 CRESCENT CENTRE PKWY STE 1240 TUCKER, GA 30084			SVP, Chief Admin Off, GC, Sec	

Signatures

/s/ Charles E. Wheelock		04/02/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

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) On April 3, 2019, the reporting person was granted 26,818 time-based restricted stock units ("RSUs"), each of which represents a contingent right to receive one share of the issuer's common stock and which vest in three equal installments on March 31 of each of 2020, 2021 and 2022, subject to continued employment through the vesting date. The RSUs may be settled in shares of the issuer's common stock or cash (at the election of the issuer). The issuer's Compensation Committee elected to settle the RSUs that vested on March 31, 2021 in shares of the issuer's common stock.

(2) On April 3, 2019, the reporting person was granted cash-based performance awards ("Performance Awards"), which vest in three equal installments on March 31 of each of 2020, 2021 and 2022 and are subject to continued employment through the vesting date. The Performance Awards may be settled in cash or shares of the issuer's common stock (at the election of the issuer). The Compensation Committee determined that the second installment of the Performance Awards vested in full, based on the issuer's achievement of the relevant performance conditions, and elected to settle such Performance Awards in shares of the issuer's common stock. The number of shares received was based on the closing price of the issuer's common stock on March 31, 2021.

(3) Reflects withholding of shares by the issuer to offset the tax liability resulting from the vesting on March 31, 2021 with respect to: (i) 10,112 time-based RSUs granted on June 20, 2018; (ii) 8,939 time-based RSUs granted on April 3, 2019; (iii) 14,326 time-based RSUs granted on March 31, 2020; and (iv) 11,971 Performance Awards.

(4) On March 31, 2020, the reporting person was granted 42,979 time-based RSUs, each of which represents a contingent right to receive one share of the issuer's common stock and which vest in three equal installments on March 31 of each of 2021, 2022 and 2023, subject to continued employment through the vesting date. The Form 4 filed by the reporting person on April 2, 2020 inadvertently stated that the first tranche would vest on June 30, 2021. The RSUs may be settled in shares of the issuer's common stock or cash (at the election of the issuer). The issuer's Compensation Committee elected to settle the RSUs that vested on March 31, 2021 in shares of the issuer's common stock.

(5) On March 31, 2021, the reporting person was granted 22,759 time-based RSUs, each of which represents a contingent right to receive one share of the issuer's common stock and which vest in full on March 31, 2024, subject to continued employment through the vesting date. The RSUs may be settled in shares of the issuer's common stock or cash (at the election of the issuer).

(6) Each performance-based RSU represents a contingent right to receive one share of the issuer's common stock. The applicable performance goal was to be satisfied if the issuer's common stock achieves a specified per share market price for any period of 30 consecutive trading days prior to June 30, 2021 (the "2018 performance goal"), subject to continued employment through the vesting date. In March 2021, the issuer's Compensation Committee approved a modification of the vesting terms, such that, if the Company has not achieved the performance goal by December 31, 2022, all unvested performance-based RSUs will be forfeited.

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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