JOHNSTON PAUL R

Form 5

February 14, 2012

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Expires: 2005 Estimated average burden hours per response... 1.0

January 31,

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1. Name and Address of Reporting Person * JOHNSTON PAUL R			2. Issuer Name and Ticker or Trading Symbol EXPONENT INC [EXPO]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle) 3. Statement for Issuer's Fiscal Year En	3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)			
149 COMMONWEATH DRIVE			(Month/Day/Year) 12/30/2011	X Director 10% Owner X Officer (give title Other (specify below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting			
				(check applicable line)			
MENLO PA	RK, CAÂ	94025		_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person			
(City)	(Stata)	(7in)					

(City)	(State)	(Zip) Tabl	e I - Non-Der	ivative Securities Acquir	ed, Disposed of	, or Beneficiall	y 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) (A) or	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/25/2011	Â	G	Amount (D) Price 4,000 D \$ 45.06	69,450	D	Â

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

Persons who respond to the collection of information SEC 2270 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)

(9-02)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amount of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)
	Derivative				Securities			(Instr. 3 and 4)	
	Security				Acquired				
	•				(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
					·	_			
					(A) (D)	Date	*	Title Amount	
						Exercisable	Date	or	
								Number	
								of	
								Shares	

D

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

JOHNSTON PAUL R 149 COMMONWEATH DRIVE Â X Â Â President & CEO Â MENLO PARK, CAÂ 94025

Signatures

By: Wendy Whitehouse For: Paul R. 02/14/2012 Johnston

**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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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