Edgar Filing: JOHNSTON PAUL R - Form 4

IOUNGTON DALL F

Form 4											
February 29	ЛЛ								OMB AF	PROVAL	
	UNITED	STATES		RITIES A			ANGE CO	OMMISSION	OMB Number:	3235-0287	
Check t if no lor subject Section Form 4	to STATE 16.	EMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires:January 31 200Estimated average burden hours per response0.		
Form 5 obligation may con <i>See</i> Inst 1(b).	ons ntinue. Section 17	(a) of the	Public U	tility Ho	lding Co	mpan		Act of 1934, 1935 or Section)	L		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u></u> JOHNSTON PAUL R			2. Issuer Name and Ticker or Trading Symbol EXPONENT INC [EXPO]				8	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Chec				k all applicable)				
149 COMN	MONWEATH DI	RIVE	(Month/I 02/27/2	Day/Year) 2012				_X_ Director _X_ Officer (give below) Pres		Owner er (specify	
				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			
MENLO P	ARK, CA 94025						-	Form filed by Mo Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivativ	e Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securi on Dispo (Instr. 3, Amount	sed of 4 and (A) or		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)	
Common Stock	02/27/2012			M	5,000	(D) A		74,450	D		
Common Stock	02/27/2012			S	5,000	D	\$ 46 2675	69,450	D		

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.

Edgar Filing: JOHNSTON PAUL R - Form 4

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. Transactio Code (Instr. 8)	5. Number on f 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Non-Qualified Stock Option (right to buy)	\$ 11.305	02/27/2012		М	5,000	<u>(1)</u>	03/12/2014	Common Stock	5,00

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
JOHNSTON PAUL R 149 COMMONWEATH DRIVE MENLO PARK, CA 94025	Х		President & CEO			
Signatures						
By: Wendy Whitehouse For: Paul R Johnston		02/29/20)12			
**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 stock option becomes exercisable in four equal annual installments.
- (2) Not applicable.

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.