Anderson Elizabeth L Form 4 March 15, 2013

FORM 4

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

OMB Number:

Expires:

3235-0287 January 31,

2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average **SECURITIES**

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OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations may continue.

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if no longer

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Anderson Elizabeth L			2. Issuer Name and Ticker or Trading Symbol EXPONENT INC [EXPO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
149 COMMONWEATH DRIVE			03/13/2013	_X_ Officer (give title Other (specify below) Group Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	, ,		Filed(Month/Day/Year)	Applicable Line)		
MENLO PAF	RK, CA 9402	25		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acqu	ired, 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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/13/2013		M(1)	28	A	<u>(2)</u>	28	D	
Common Stock	03/13/2013		F(3)	13	D	\$ 52.38	15	D	
Common Stock	03/13/2013		M(4)	10,014	A	<u>(2)</u>	10,029	D	
Common Stock	03/13/2013		F(3)	3,626	D	\$ 52.38	6,403	D	

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

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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)	Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	Secu Acqu or Di (D)	urities uired (A) isposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Dividend Equivalent Rights	(1)	03/13/2013		A <u>(1)</u>	28		03/13/2013	03/13/2023	Common Stock	28
Dividend Equivalent Rights	<u>(5)</u>	03/13/2013		M <u>(5)</u>		28	03/13/2013	03/13/2023	Common Stock	28
Restricted Stock Units	<u>(4)</u>	03/13/2013		M(4)		10,014	03/13/2013	03/13/2013	Common Stock	10,01

Reporting Owners

Reporting Owner Name / Address	Relationships							
. 9	Director	10% Owner	Officer	Other				
Anderson Elizabeth L 149 COMMONWEATH DRIVE MENLO PARK, CA 94025			Group Vice President					

Signatures

By: Wendy Whitehouse For: Elizabeth L.
Anderson

03/15/2013

**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 dividend equivalent rights accrued on the March 13, 2009 RSU grant, which will be released on a 1:1 basis.
- (2) Not applicable.

Reporting Owners 2

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- (3) Reflects shares of common stock withheld by the Company to satisfy the tax withholding obligations of the Reporting Person.
- (4) Reflects the conversion of shares of vested Restricted Stock Units granted on March 13, 2009 into shares of Common Stock on a 1:1 basis.
- (5) Settlement of dividend equivalent rights in connection with RSU release on a 1:1 basis.

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.