Boehm Paul Form 4 March 15, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Boehm Paul			2. Issuer Name and Ticker or Trading Symbol EXPONENT INC [EXPO]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
149 COMMONWEATH DRIVE			(Month/Day/Year) 03/13/2013	Director 10% OwnerX Officer (give title Other (specify below) Group Vice President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
MENLO PARK, CA 94025			Filed(Month/Day/Year)			

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	saction Date 2A. Deemed		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
a			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	03/13/2013		M(1)	21	A	<u>(2)</u>	4,836	D	
Common Stock	03/13/2013		F(3)	6	D	\$ 52.38	4,830	D	
Common Stock	03/13/2013		M(4)	7,510	A	<u>(2)</u>	12,340	D	
Common Stock	03/13/2013		F(3)	2,360	D	\$ 52.38	9,980	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Secu Acqu or D of (I	vative arities uired (A) isposed D) 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	Amount or Number of Shares
Dividend Equivalent Rights	<u>(5)</u>	03/13/2013		A(5)	21		03/13/2013	03/13/2013	Common Stock	21
Dividend Equivalent Rights	(1)	03/13/2013		M <u>(1)</u>		21	03/13/2013	03/13/2013	Common Stock	21
Restricted Stock Units	<u>(4)</u>	03/13/2013		M <u>(4)</u>		7,510	03/13/2013	03/13/2013	Common Stock	7,510

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Boehm Paul			Group					
149 COMMONWEATH DRIVE			Vice					
MENLO PARK, CA 94025			President					

# **Signatures**

By: Wendy Whitehouse For: Paul 03/15/2013 Boehm

\*\*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) Settlement of dividend equivalent rights in connection with RSU release on a 1:1 basis.

Reporting Owners 2

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- (2) Not applicable.
- (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) The dividend equivalent rights accrued on the March 13, 2009 RSU grant, which will be released 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.