GAULKE MICHAEL R

Form 4 May 31, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GAULKE MICHAEL R

2. Issuer Name and Ticker or Trading

Issuer

Symbol

EXPONENT INC [EXPO] 3. Date of Earliest Transaction

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(City)

(First) (Middle)

(Month/Day/Year)

X_ Director Officer (give title

10% Owner Other (specify

149 COMMONWEATH DRIVE

(State)

05/29/2013

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

(Zip)

Filed(Month/Day/Year)

Code V

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Ι

Person

below)

MENLO PARK, CA 94025

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership

Reported (A)

Transaction(s)

or Amount (D) Price

(Instr. 3 and 4)

Common Stock

05/29/2013

 $M^{(1)}$ 1,483 43,316 Α (2)

by Trust

(Instr. 4)

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Numb onDerivativ Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	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 Number of Shares
Restricted Stock Units	(1)	05/29/2013		M <u>(1)</u>		1,483	(3)	05/31/2022	Common Stock	1,483
Restricted Stock Units	<u>(4)</u>	05/30/2013		A	1,431		(3)	05/30/2023	Common Stock	1,431

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CALILKE MICHAEL R							

GAULKE MICHAEL R
149 COMMONWEATH DRIVE X
MENLO PARK, CA 94025

Signatures

By: Wendy Whitehouse For: Michael R.

Gaulke 05/31/2013

**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).

Dalationshin

- (1) Reflects the conversion of shares of vested Restricted Stock Units granted on May 31, 2012 into shares of Common Stock on a 1:1 basis.
- (2) Not applicable.
- (3) Restricted stock units will cliff-vest on the day prior to the Company's next annual shareholder meeting.
- (**4**) 1-for-1

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.

Reporting Owners 2