

EXPONENT INC
Form 4
March 14, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Anderson Elizabeth L

(Last) (First) (Middle)

149 COMMONWEATH DRIVE

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EXPONENT INC [EXPO]

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Group Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/12/2014 | | M ⁽¹⁾ | | 12,580 | A | ⑒ |
| Common Stock | 03/12/2014 | | F ⁽³⁾ | | 4,697 | D | \$ 74.25 |
| Common Stock | 03/12/2014 | | F ⁽³⁾ | | 78 | D | \$ 74.25 |
| Common Stock | 03/12/2014 | | M ⁽⁴⁾ | | 122 | A | ⑒ |
| Common Stock | 03/12/2014 | | M ⁽⁴⁾ | | 42 | A | ⑒ |

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

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(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. Transaction Code (Instr. 8) | 5. Number of 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 of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Dividend Equivalent Rights | (5) | 03/12/2014 | | A(5) | 42 | 03/12/2014 03/12/2014 | Common Stock 42 |
| Dividend Equivalent Rights | (4) | 03/12/2014 | | M(4) | 122 | 03/12/2014 03/12/2014 | Common Stock 122 |
| Dividend Equivalent Rights | (4) | 03/12/2014 | | M(4) | 42 | 03/12/2014 03/12/2014 | Common Stock 42 |
| Restricted Stock Units | (1) | 03/12/2014 | | M(1) | 12,580 | 03/12/2014 03/12/2014 | Common Stock 12,580 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | 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

03/14/2014

**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) Reflects the conversion of shares of vested Restricted Stock Units granted on March 12, 2010 into shares of Common Stock on a 1:1 basis.
- (2) Not applicable.
- (3) Reflects shares of common stock withheld by the Company to satisfy the tax withholding obligations of the Reporting Person.
- (4) Settlement of dividend equivalent rights in connection with RSU release on a 1:1 basis.
- (5) The dividend equivalent rights accrued with respect to RSUs, pursuant to dividends earned in Q1 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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