#### **EXPONENT INC**

Form 5

February 13, 2015

## FORM 5

#### **OMB APPROVAL**

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

Number:

**OMB** 

January 31, Expires: 2005

3235-0362

1.0

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response...

1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer JOHNSTON PAUL R Symbol EXPONENT INC [EXPO] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) \_X\_ Director 10% Owner \_X\_\_ Officer (give title Other (specify 01/02/2015 below) below) 149 COMMONWEATH DRIVE President & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year)

MENLO PARK, Â CAÂ 94025

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person

(check applicable line)

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of (Month/Day/Year) Securities Form: Direct Indirect Security Execution Date, if Transaction Acquired (A) or Beneficially (Instr. 3) Code Disposed of (D) (D) or Beneficial (Instr. 8) (Month/Day/Year) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year (Instr. 3 and 4) Amount (D) Price

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

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**SEC 2270** (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	of	Expiration Date	<b>Underlying Securities</b>
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities		

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	Derivative Security				Acquir (A) or Dispos of (D) (Instr. and 5)	r osed ) . 3, 4,				
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent Rights	Â	01/02/2015	Â	A(2)	183	Â	03/11/2015	03/11/2015	Common Stock	183
Dividend Equivalent Rights	Â	01/02/2015	Â	A(2)	169	Â	03/09/2016	03/09/2016	Common Stock	169
Incentive Stock Option (right to buy)	Â	01/02/2015	Â	A(2)	170	Â	03/15/2017	03/15/2017	Common Stock	170
Incentive Stock Option (right to buy)	Â	01/02/2015	Â	A <u>(2)</u>	97	Â	03/14/2018	03/14/2018	Common Stock	97

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>F</b>	Director	10% Owner	Officer	Other			
JOHNSTON PAUL R 149 COMMONWEATH DRIVE MENLO PARK, CA 94025	ÂX	Â	President & CEO	Â			

# **Signatures**

By: Wendy Whitehouse For: Paul R. Johnston 02/13/2015

\*\*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)** 1-for-1.
- (2) The dividend equivalent rights accrued with respect to RSUs, pursuant to dividends earned in 2014.
- (3) Not applicable.

Reporting Owners 2

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Note: File three copies of this Form, one of which must be manually signed. If space provided 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.