

Shepard Sally
 Form 5
 February 12, 2018

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2015
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Shepard Sally
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

149 COMMONWEATH DRIVE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/29/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Human Resources Officer

MENLO PARK, CA 94025

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

6. Individual or Joint/Group Reporting
 (check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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) | Amount (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|------------|--|--|---|
| Common Stock | 01/02/2015 | ^ | P | 262 ⁽¹⁾ | A | \$ 38.5178 | 262 ⁽²⁾ | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 10 | I | by Son |

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 2270 (9-02)

Edgar Filing: Shepard Sally - Form 5

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Dividend Equivalent Rights | Â | 12/29/2017 | Â | A ⁽⁴⁾ | 35 Â | 09/11/2018 | 09/11/2018 | Common Stock | 35 |
| Dividend Equivalent Rights | Â | 12/29/2017 | Â | A ⁽⁴⁾ | 22 Â | 03/13/2019 | 03/13/2019 | Common Stock | 22 |
| Dividend Equivalent Rights | Â | 12/29/2017 | Â | A ⁽⁴⁾ | 66 Â | 03/11/2020 | 03/11/2020 | Common Stock | 66 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shepard Sally 149 COMMONWEATH DRIVE MENLO PARK, CA 94025 | Â | Â | Â Chief Human Resources Officer | Â |

Signatures

By: Wendy Whitehouse For: Sally Shepard 02/12/2018

**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) Acquisition of stock pursuant to Exponent, Inc. Employee Stock Purchase Plan under the provisions of Section 423 of the Internal Revenue Code in a transaction exempt under SEC Rule 16b-3.
- (2) Reporting an ESPP purchase that was previously omitted from the 2015 Form 5 filed on 2/12/16. The reporting person's current direct holdings are 1,822 shares.

Edgar Filing: Shepard Sally - Form 5

- (3) 1-for-1.
- (4) The dividend equivalent rights accrued with respect to RSUs, pursuant to dividends earned in 2017.
- (5) Not applicable.

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.