**EXPONENT INC** Form 4

May 27, 2015 FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number: January 31,

**OMB APPROVAL** 

Expires: 2005 Estimated average

0.5

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

Form 5 obligations may continue.

See Instruction 1(b).

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)

(Last)

(City)

1. Name and Address of Reporting Person \* RIGGINS STEPHEN C

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

EXPONENT INC [EXPO] 3. Date of Earliest Transaction

(Month/Day/Year)

05/27/2015

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

(Check all applicable)

149 COMMONWEATH DRIVE

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

MENLO PARK, CA 94025

|                 |                                | Table              | Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiency Owned |                     |     |                            |                   |              |              |
|-----------------|--------------------------------|--------------------|--|---------------------|-----|----------------------------|-------------------|--------------|--------------|
| 1.Title of      | 2. Transaction Date 2A. Deemed |                    | 3.   | 4. Securities       |     |                            | 5. Amount of      | 6. Ownership | 7. Nature of |
| Security        | (Month/Day/Year)               | Execution Date, if |  | onAcquired (A) or   |     |                            | Securities        | Form: Direct | Indirect     |
| (Instr. 3)      |                                | any                | Code   | Disposed of (D)     |     |                            | Beneficially      | (D) or       | Beneficial   |
|                 |                                | (Month/Day/Year)   | (Instr. 8)   | (Instr. 3, 4 and 5) |     |                            | Owned             | Indirect (I) | Ownership    |
|                 |                                |                    |  |                     |     |                            | Following         | (Instr. 4)   | (Instr. 4)   |
|                 |                                |                    |  | (A)                 |     | Reported<br>Transaction(s) |                   |              |              |
|                 |                                |                    |  |                     | or  |                            | (Instr. 3 and 4)  |              |              |
|                 |                                |                    | Code V   | Amount              | (D) | Price                      | (Ilisti. 3 and 4) |              |              |
| Common<br>Stock | 05/27/2015                     |                    | M(1)   | 5                   | A   | <u>(2)</u>                 | 2,930             | D            |              |
| Common<br>Stock | 05/27/2015                     |                    | M(1)   | 14                  | A   | <u>(2)</u>                 | 2,944             | D            |              |
| Common<br>Stock | 05/27/2015                     |                    | M(3)   | 1,421               | A   | (2)                        | 4,365             | D            |              |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | orof D<br>Secu<br>Acq<br>(A)<br>Disp<br>(D) | urities<br>uired<br>or<br>oosed of<br>er. 3, 4, | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  |
|---|---|--------------------------------------|---|---------------------------------------|---|---|--|-----------------|---|--|
|   |   |                                      |   | Code V                                | (A)   | (D)   | Date<br>Exercisable                                      | Expiration Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Dividend<br>Equivalent<br>Rights                    | (1)   | 05/27/2015                           |   | M(1)                                  |   | 14  | 05/27/2015   | 05/29/2015      | Common<br>Stock   | 14                                     |
| Dividend<br>Equivalent<br>Rights                    | <u>(4)</u>  | 05/27/2015                           |   | A(4)                                  | 5   |   | 05/27/2015   | (2)             | Common<br>Stock   | 5                                      |
| Dividend<br>Equivalent<br>Rights                    | (1)   | 05/27/2015                           |   | M <u>(1)</u>                          |   | 5   | 05/27/2015   | (2)             | Common<br>Stock   | 5                                      |
| Restricted<br>Stock<br>Units                        | <u>(3)</u>  | 05/27/2015                           |   | M(3)                                  |   | 1,421   | 05/27/2015   | (2)             | Common<br>Stock   | 1,421                                  |

# **Reporting Owners**

| Reporting Owner Name / Address                                     | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
| 1 0  | Director      | 10% Owner | Officer | Other |  |  |  |
| RIGGINS STEPHEN C<br>149 COMMONWEATH DRIVE<br>MENLO PARK, CA 94025 | X             |           |         |       |  |  |  |

## **Signatures**

By: Wendy Whitehouse For: Stephen C.

Riggins 05/27/2015

\*\*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) Settlement of dividend equivalent rights in connection with RSU release on a 1:1 basis.
- (2) Not applicable.

Reporting Owners 2

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- (3) Reflects the conversion of shares of vested Restricted Stock Units granted on May 29, 2014 into shares of Common Stock on a 1:1 basis.
- (4) The dividend equivalent rights accrued with respect to RSUs, pursuant to dividends earned in Q1 2015.

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.