

EXPONENT INC
Form 4
June 02, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
ARMACOST SAMUEL H

(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)
05/28/2014

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)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/28/2014		M ⁽¹⁾	1,431 A <u>(2)</u>	94,637	D	
Common Stock	05/28/2014		M ⁽³⁾	1,201 A <u>(2)</u>	95,838	D	
Common Stock	05/28/2014		M ⁽⁴⁾	9 A <u>(2)</u>	95,847	D	
Common Stock	05/28/2014		M ⁽⁴⁾	20 A <u>(2)</u>	95,867	D	

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

SEC 1474 (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 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)	8. Amount or Number of Shares
Dividend Equivalent Rights	(5)	05/28/2014		A(5)	9	05/28/2014 (2)	Common Stock	9
Dividend Equivalent Rights	(4)	05/28/2014		M(4)	9	05/28/2014 (2)	Common Stock	9
Dividend Equivalent Rights	(4)	05/28/2014		M(4)	20	05/28/2014 (2)	Common Stock	20
Restricted Stock Units	(1)	05/28/2014		M(1)	1,431	05/28/2014 (2)	Common Stock	1,431
Restricted Stock Units	(3)	05/28/2014		M(3)	1,201	05/28/2014 (2)	Common Stock	1,201

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ARMACOST SAMUEL H
149 COMMONWEATH DRIVE X
MENLO PARK, CA 94025

Signatures

By: Wendy Whitehouse For: Samuel H.
Armocost

06/02/2014

