

EXPONENT INC
Form 4
March 13, 2015

FORM 4

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

OMB APPROVAL

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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).

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 *
MALLADI SUBBAIAH V

(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)
03/11/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Technical Officer

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

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	03/11/2015		M ⁽¹⁾		278	A	②
Common Stock	03/11/2015		M ⁽¹⁾		43	A	②
Common Stock	03/11/2015		M ⁽³⁾		11,974	A	②
Common Stock	03/11/2015		F ⁽⁴⁾		6,276	D	\$ 86.41

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)	Amount or Number of Shares
Dividend Equivalent Rights	<u>(1)</u>	03/11/2015		M ⁽¹⁾	278	03/11/2015 03/11/2015	Common Stock	278
Dividend Equivalent Rights	<u>(5)</u>	03/11/2015		A ⁽⁵⁾	43	03/11/2015 03/11/2015	Common Stock	43
Dividend Equivalent Rights	<u>(1)</u>	03/11/2015		M ⁽¹⁾	43	03/11/2015 03/11/2015	Common Stock	43
Restricted Stock Units	<u>(3)</u>	03/11/2015		M ⁽³⁾	11,974	03/11/2015 03/11/2021	Common Stock	11,974

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MALLADI SUBBAIAH V 149 COMMONWEATH DRIVE MENLO PARK, CA 94025			Chief Technical Officer	

Signatures

By: Wendy Whitehouse For: Subbaiah V. Malladi 03/13/2015

__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) Settlement of dividend equivalent rights in connection with RSU release on a 1:1 basis.
- (2) Not applicable.
- (3) Reflects the conversion of shares of vested Restricted Stock Units granted on March 11, 2011 into shares of Common Stock on a 1:1 basis.
- (4) Reflects shares of common stock withheld by the Company to satisfy the tax withholding obligations of the Reporting Person.
- (5) 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.

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