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 Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHOVEN JOHN B

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

EXPONENT INC [EXPO]

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction (Month/Day/Year)

X_ Director

10% Owner Other (specify

149 COMMONWEATH DRIVE

05/27/2015

below)

Officer (give title

(Street)

(State)

(Middle)

(Zip)

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Filed(Month/Day/Year)

MENLO PARK, CA 94025

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
--

1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/27/2015		M <u>(1)</u>	5	A	<u>(2)</u>	11,145	D	
Common Stock	05/27/2015		M(1)	14	A	<u>(2)</u>	11,159	D	
Common Stock	05/27/2015		M(3)	1,421	A	<u>(2)</u>	12,580	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.

Edgar Filing: EXPONENT INC - Form 4

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. Transacti Code (Instr. 8)	omof D Secu Acq (A) Disp (D)	urities uired or posed of tr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent Rights	(1)	05/27/2015		M(1)		14	05/27/2015	05/29/2015	Common Stock	14
Dividend Equivalent Rights	<u>(4)</u>	05/27/2015		A(4)	5		05/27/2015	(2)	Common Stock	5
Dividend Equivalent Rights	(1)	05/27/2015		M <u>(1)</u>		5	05/27/2015	(2)	Common Stock	5
Restricted Stock Units	<u>(3)</u>	05/27/2015		M(3)		1,421	05/27/2015	(2)	Common Stock	1,421

Reporting Owners

Reporting Owner Name / Address	Relationships						
. Programme and the same	Director	10% Owner	Officer	Other			
SHOVEN JOHN B 149 COMMONWEATH DRIVE MENLO PARK, CA 94025	X						

Signatures

By: Wendy Whitehouse For: John B. Shoven 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

Edgar Filing: EXPONENT INC - Form 4

- (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.