Edgar Filing: ANDERSON LARRY W - Form 4

ANDERSON LA Form 4	ARRY W								
March 15, 2005	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							
Check this boy if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	STATEM Filed pur Section 17(Washington, D.C. 20549 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							January 31, 2005 average urs per . 0.5
(Print or Type Respo	onses)								
1. Name and Addres	Person <u>*</u>	Symbol	er Name an o NENT IN		Ū.	5. Relationship of Reporting Person(s) to Issuer			
(Last) EXPONENT IN COMMONWEA	3. Date of Earliest Transaction (Month/Day/Year) 03/11/2005				(Check all applicable) <u></u> Director <u></u> 10% Owner <u></u> Officer (give title <u></u> Other (specify below) Group Vice President				
Filed(Mo				If Amendment, Date Original ed(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 		
MENLO PARK							Person		eporting
(City)	(State)	(Zip)	Tab	le I - Non-l			cquired, Disposed		lly Owned
	ansaction Date nth/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V		(A) or of (D)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Reminder: Report or	n a separate line	e for each cla	ass of sec	urities bene	ficially owr	ed directly	or indirectly.		
					inform requir	ation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	n are not rm	SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 3		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	03/11/2005		А		3,538		03/11/2009	03/11/2009	Common Stock	3,538

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
ANDERSON LARRY W EXPONENT INC 149 COMMONWEALTH DRIVE MENLO PARK, CA 94025			Group Vice President					
Signatures								
By: Wendy Whitehouse For: Larry Anderson	W.	03	/15/2005					
**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**) 1-for-1.
- (2) Not applicable.

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.