

EXPONENT INC

Form 4

March 14, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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)
03/12/2014

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)
Common Stock	03/12/2014		M ⁽¹⁾	2,098 A	27,859	D	
Common Stock	03/12/2014		F ⁽³⁾	764 D	\$ 74.25	27,095	D
Common Stock	03/12/2014		M ⁽⁴⁾	20 A	27,115	D	
Common Stock	03/12/2014		M ⁽⁴⁾	7 A	27,122	D	
Common Stock	03/12/2014		F ⁽³⁾	10 D	\$ 74.25	27,112	D

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent Rights	<u>(4)</u>	03/12/2014		M <u>(4)</u>		20		03/12/2014	03/12/2014	Common Stock	20
Dividend Equivalent Rights	<u>(5)</u>	03/12/2014		A <u>(5)</u>	7			03/12/2014	03/12/2014	Common Stock	7
Dividend Equivalent Rights	<u>(4)</u>	03/12/2014		M <u>(4)</u>		7		03/12/2014	03/12/2014	Common Stock	7
Restricted Stock Units	<u>(1)</u>	03/12/2014		M <u>(1)</u>		2,098		03/12/2014	03/12/2014	Common Stock	2,098

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

03/14/2014

__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) Reflects the conversion of shares of vested Restricted Stock Units granted on March 12, 2010 into shares of Common Stock on a 1:1 basis.
- (2) Not applicable.
- (3) Reflects shares of common stock withheld by the Company to satisfy the tax withholding obligations of the Reporting Person.
- (4) Settlement of dividend equivalent rights in connection with RSU release on a 1:1 basis.
- (5) The dividend equivalent rights accrued with respect to RSUs, pursuant to dividends earned in Q1 2014.

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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