**EXPONENT INC** 

Form 4 June 02, 2014

## 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 response...

**OMB APPROVAL** 

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

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* RIGGINS STEPHEN C EXPONENT INC [EXPO]

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(First) (Last)

(Middle)

3. Date of Earliest Transaction

\_X\_\_ Director

10% Owner \_ Other (specify

149 COMMONWEATH DRIVE

(Street)

(Stata)

05/28/2014

6. Individual or Joint/Group Filing(Check

Officer (give title

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

(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MENLO PARK, CA 94025

| (City)          | (State) (A          | Table Table        | I - Non-De   | erivative S                | ecuri | ties Ac        | quired, Disposed | of, or Beneficial | lly Owned    |
|-----------------|---------------------|--------------------|--------------|----------------------------|-------|----------------|------------------|-------------------|--------------|
| 1.Title of      | 2. Transaction Date | 2A. Deemed         | 3.           | 4. Securi                  | ties  |                | 5. Amount of     | 6. Ownership      | 7. Nature of |
| Security        | (Month/Day/Year)    | Execution Date, if | Transactio   | TransactionAcquired (A) or |       |                | Securities       | Form: Direct      | Indirect     |
| (Instr. 3)      |                     | any                | Code         | Disposed of (D)            |       |                | Beneficially     | (D) or            | Beneficial   |
|                 |                     | (Month/Day/Year)   | (Instr. 8)   | (Instr. 3, 4 and 5)        |       | Owned          | Indirect (I)     | Ownership         |              |
|                 |                     |                    |              |                            |       | Following      | (Instr. 4)       | (Instr. 4)        |              |
|                 |                     |                    |              |                            | (4)   |                | Reported         |                   |              |
|                 |                     |                    |              | (A)<br>or                  |       | Transaction(s) |                  |                   |              |
|                 |                     |                    | Code V       | Amount                     | (D)   | Price          | (Instr. 3 and 4) |                   |              |
| Common<br>Stock | 05/28/2014          |                    | M <u>(1)</u> | 1,431                      | A     | <u>(2)</u>     | 4,356            | D                 |              |
| Common<br>Stock | 05/28/2014          |                    | M(3)         | 14                         | A     | <u>(2)</u>     | 4,370            | 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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Numb<br>onDerivative<br>Securities<br>Acquired<br>Disposed<br>(Instr. 3,<br>5) | ve<br>es<br>d (A) or<br>d of (D) | 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<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Dividend<br>Equivalent<br>Rights                    | <u>(4)</u>  | 05/28/2014                              |   | A(4)                                   | 5   |                                  | 05/28/2014   | <u>(2)</u>         | Common<br>Stock   | 5                                      |
| Dividend<br>Equivalent<br>Rights                    | (3)   | 05/28/2014                              |   | M <u>(3)</u>                           |   | 14                               | 05/28/2014   | <u>(2)</u>         | Common<br>Stock   | 14                                     |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>  | 05/28/2014                              |   | M <u>(1)</u>                           |   | 1,431                            | 05/28/2014   | <u>(2)</u>         | Common<br>Stock   | 1,431                                  |
| Restricted<br>Stock<br>Units                        | <u>(5)</u>  | 05/29/2014                              |   | A                                      | 1,421   |                                  | <u>(6)</u>   | (2)                | Common<br>Stock   | 1,421                                  |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| 1 5                            | Director      | 10% Owner | Officer | Other |  |  |  |
| RIGGINS STEPHEN C              |               |           |         |       |  |  |  |
| 149 COMMONWEATH DRIVE          | X             |           |         |       |  |  |  |

MENLO PARK, CA 94025

## **Signatures**

By: Wendy Whitehouse For: Stephen C.

Riggins 06/02/2014

> \*\*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 May 30, 2013 into shares of Common Stock on a 1:1 basis.
- (2) Not applicable.
- (3) Settlement of dividend equivalent rights in connection with RSU release on a 1:1 basis.
- (4) The dividend equivalent rights accrued with respect to RSUs, pursuant to dividends earned in Q1 2014.

(**5**) 1-for-1.

Reporting Owners 2

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(6) Restricted stock units will cliff-vest on the day prior to the Company's next annual shareholder meeting.

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.