EXPONENT INC Form 4

FORM 4

June 25, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

obligations may continue. See Instruction

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)

(Check all applicable (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)X Director 109 149 COMMONWEATH DRIVE 06/23/2014X Officer (give title Oth below) President & CEO (Street) 4. If Amendment, Date Original	1. Name and Address of Reporting Person * JOHNSTON PAUL R	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Month/Day/Year) 149 COMMONWEATH DRIVE (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Ports of the Carlot of		EXPONENT INC [EXPO]	(Check all applicable)			
149 COMMONWEATH DRIVE 06/23/2014	(Last) (First) (Middle)	3. Date of Earliest Transaction				
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line)X_ Form filed by One Reporting Ports of the CA 94025 MENI O PARK CA 94025		(Month/Day/Year)	X Director 10% Owner			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Portion MENLO PARK CA 94025 — Form filed by More than One Reporting Portion of the P	149 COMMONWEATH DRIVE	06/23/2014	X Officer (give title Other (specify below)			
Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Portion of the Company			President & CEO			
X Form filed by One Reporting Position PARK_CA 94025 Form filed by More than One Reporting Position PARK_CA 94025	(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MENLO PARK CA 94025 — Form filed by More than One Re		Filed(Month/Day/Year)	Applicable Line)			
	MENLO PARK, CA 94025		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Securities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired (A) oner Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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	06/23/2014		S	4,168 D \$ 72.9346	60,716	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	.	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting 6 wher Frame / Francess	Director	10% Owner	Officer	Other		
JOHNSTON PAUL R 149 COMMONWEATH DRIVE MENLO PARK, CA 94025	X		President & CEO			

Signatures

By: Wendy Whitehouse For: Paul R. 06/25/2014 Johnston

**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).

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.

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