**EXPONENT INC** Form 4/A April 06, 2015

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

SCHLENKER RICHARD L JR

2. Issuer Name and Ticker or Trading

Symbol

EXPONENT INC [EXPO]

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year)

149 COMMONWEATH DRIVE

02/13/2015

Director 10% Owner X\_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

below) **EVP & Chief Financial Officer** 

(Street) 4. If Amendment, Date Original

> Filed(Month/Day/Year) 02/17/2015

Applicable Line)

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

Issuer

MENLO PARK, CA 94025

(City) (State) (Zip)

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

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

Ownership (Instr. 4) (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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

7. Title and Amount

Underlying Securitie

(Instr. 3 and 4)

#### Edgar Filing: EXPONENT INC - Form 4/A

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(A) or Disposed (D) (Instr. 3, 4 and 5)	of				
				Code V	/ (A) (	` /	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Incentive Stock Option (right to buy)	\$ 88.39	02/13/2015		A	1,131 (1)		(2)	02/13/2025	Common Stock	1,13
Non-Qualified Stock Option (right to buy)	\$ 88.39	02/13/2015		A	6,869 (4)		(2)	02/13/2025	Common Stock	6,86

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHLENKER RICHARD L JR 149 COMMONWEATH DRIVE MENLO PARK, CA 94025

**EVP & Chief Financial Officer** 

### **Signatures**

By: Wendy Whitehouse For: Richard L. Schlenker Jr.

04/06/2015

\*\*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) The number of ISO shares granted were incorrectly reported on the previously filed form 4.
- (2) The stock option becomes exercisable in four equal annual installments.
- (3) Not applicable.
- (4) The number of NQ shares granted were incorrectly reported on the previously filed form 4.

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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