EXPONENT INC

Form 5

February 12, 2016

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362

January 31,

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

may continue.

Check this box if

Expires: 2005
Estimated average

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 1.0

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person *
JOHNSTON PAUL R

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Symbol

EXPONENT INC [EXPO]

(Check all applicable)

(Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended

(Month/Day/Year)

__X__ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify

01/01/2016

below)

below)

President & CEO

149 COMMONWEATH DRIVE

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MENLO PARK, CAÂ 94025

X Form Filed by One Reporting Person ____ Form Filed by More than One Reporting

Person

(City)

1.Title of

Security

(Instr. 3)

(State)

(Month/Day/Year)

(Zip)

Execution Date, if

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Transaction

Code

(Instr. 8)

4. Securities Acquired (A) or

Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially

Owned at end

6. Ownership Form: Direct (D) or

Indirect (I)

(Instr. 4)

7. Nature of Indirect Beneficial Ownership

(Instr. 4)

(A)

Amount (D) Price

of Issuer's Fiscal Year

Fiscal Year (Instr. 3 and 4)

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

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SEC 2270 (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	Transaction	of	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities		

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	Derivative Security			Acquire (A) or Dispose of (D) (Instr. 3, and 5)			r osed) , 3, 4,				
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	Â	01/01/2016	Â	A(2)	346	Â	03/09/2016	03/09/2016	Common Stock	346	
Dividend Equivalent Rights	Â	01/01/2016	Â	A(2)	350	Â	03/15/2017	03/15/2017	Common Stock	350	
Dividend Equivalent Rights	Â	01/01/2016	Â	A(2)	264	Â	03/14/2018	03/14/2018	Common Stock	264	
Dividend Equivalent Rights	Â	01/01/2016	Â	A(2)	164	Â	03/13/2019	03/13/2019	Common Stock	164	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JOHNSTON PAUL R 149 COMMONWEATH DRIVE	ÂΧ	Â	President & CEO	Â			
MENLO PARK, CA 94025							

Signatures

By: Wendy Whitehouse For: Paul R. 02/12/2016 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).
- **(1)** 1-for-1
- (2) The dividend equivalent rights accrued with respect to RSUs, pursuant to dividends earned in 2015.
- (3) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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