#### **EXPONENT INC**

Form 5

February 13, 2017

# FORM 5

#### **OMB APPROVAL**

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

**OMB** 3235-0362 Number:

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

January 31, Expires: 2005 Estimated average

1.0

### ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response...

may continue. 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 \* RIGGINS STEPHEN C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

EXPONENT INC [EXPO]

(Check all applicable)

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

\_X\_ Director 10% Owner Other (specify

(Month/Day/Year) 12/30/2016

Officer (give title below) below)

149 COMMONWEATH DRIVE

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

### MENLO PARK, Â CAÂ 94025

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

(City)

(State)

(Zip)

(Middle)

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

3.

4. Securities

5. Amount of

6. Ownership 7. Nature of

Indirect

Security (Instr. 3)

1.Title of

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

Transaction Code (Instr. 8)

Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Securities Beneficially Owned at end of Issuer's

Form: Direct (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(A) or Amount (D) Price

Fiscal Year

(Instr. 3 and 4)

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

Derivative

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.

Securities

**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.	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative		

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Security Acquired (A) or

Disposed of (D) (Instr. 3, 4, and 5)

(A) (D) Date Expiration Title Amount or

Exercisable Date

> Number of Shares

Dividend

Common  $A^{(2)}$ Â Equivalent Â 05/31/2016 05/31/2016 12/30/2016 21 Stock

Rights

# **Reporting Owners**

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

RIGGINS STEPHEN C Â ÂΧ 149 COMMONWEATH DRIVE MENLO PARK, Â CAÂ 94025

# **Signatures**

By: Wendy Whitehouse For: Stephen C. 02/13/2017 Riggins

\*\*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 2016.
- (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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