Pye John Form 5 February 11, 2019

FORM 5

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

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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3235-0362

January 31,

2005

1.0

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Number:

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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 Ad Pye John	ddress of Repo	orting Person *	2. Issuer Name and Ticker or Trading Symbol EXPONENT INC [EXPO]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle) 3. Statement for Issuer's (Month/Day/Year) 12/28/2018 EATH DRIVE		(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) Group Vice President		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)		

MENLO PARK, CAÂ 94025

(Zin)

(City)

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

(City)	(State)	(Z ₁ p) Tab	le I - Non-Dei	rivative Se	ecuriti	ies Acquired	l, Disposed of,	or Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securit or Dispos (Instr. 3,	sed of 4 and (A) or	` '	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/30/2018	Â	P <u>(1)</u>	38	A	\$ 37.3588	16,555	D	Â
Common Stock	06/29/2018	Â	P <u>(1)</u>	35	A	\$ 45.885	25,907	D	Â
Common Stock	09/28/2018	Â	P <u>(1)</u>	27	A	\$ 50.92	25,934	D	Â
Common Stock	12/28/2018	Â	P(1)	34	A	\$ 47.424	25,968	D	Â

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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent Rights	Â	12/28/2018	Â	A(3)	42 Â	03/13/2019	03/13/2019	Common Stock	42
Dividend Equivalent Rights	Â	12/28/2018	Â	A(3)	47 Â	03/11/2020	03/11/2020	Common Stock	47

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Pye John 149 COMMONWEATH DRIVE MENLO PARK Â CAÂ 94025	Â	Â	Group Vice President	Â				

Signatures

By: Wendy Whitehouse For: 02/11/2019 John Pye

**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) Acquisition of stock pursuant to Exponent, Inc. Employee Stock Purchase Plan under the provisions of Section 423 of the Internal Revenue Code in a transaction exempt under SEC Rule 16b-3.
- (2) 1-for-1.
- (3) The dividend equivalent rights accrued with respect to RSUs, pursuant to dividends earned in 2018.

Reporting Owners 2

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(4) 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.