EXPONENT INC
Form 4
March 14, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

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

(Last) (First) (Middle)

149 COMMONWEATH DRIVE

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
EXPONENT INC [EXPO]

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/12/2014		M[1]		13,418	A	[2]	75,910	D	
Common Stock	03/12/2014		F[3]		4,915	D	$ 74.25	70,995	D	
Common Stock	03/12/2014		M[4]		130	A	[2]	71,125	D	
Common Stock	03/12/2014		M[4]		45	A	[2]	71,170	D	
Common Stock	03/12/2014		F[3]		91	D	$ 74.25	71,079	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)

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent Rights	(4)	03/12/2014		M(4)			130	03/12/2014	03/12/2014	Common Stock	130
Dividend Equivalent Rights	(5)	03/12/2014		A(5)		45		03/12/2014	03/12/2014	Common Stock	45
Dividend Equivalent Rights	(4)	03/12/2014		M(4)			45	03/12/2014	03/12/2014	Common Stock	45
Restricted Stock Units	(1)	03/12/2014		M(1)			13,418	03/12/2014	03/12/2014	Common Stock	13,41

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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. Johnston	03/14/2014
**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) Reflects the conversion of shares of vested Restricted Stock Units granted on March 12, 2010 into shares of Common Stock on a 1:1 basis.

(2) Not applicable.

(3) Reflects shares of common stock withheld by the Company to satify the tax withholding obligations of the Reporting Person.

(4) Settlement of dividend equivalent rights in connection with RSU release on a 1:1 basis.

(5) The dividend equivalent rights accrued with respect to RSUs, pursuant to dividends earned in Q1 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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