EXPONENT INC Form 5/A February 14, 2014

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362 January 31,

2005

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

Check this box if

NT OF CHANGES IN BENEFICIAL

Estimated average
burden hours per

burden hours per response...

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer CALIGIURI ROBERT D Symbol EXPONENT INC [EXPO] (Check all applicable) (First) 3. Statement for Issuer's Fiscal Year Ended (Last) (Middle) (Month/Day/Year) Director 10% Owner X _ Officer (give title Other (specify 01/03/2014 below) below) 149 COMMONWEATH DRIVE Group Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) 02/11/2014

MENLO PARK, CAÂ 94025

(State)

(Zip)

(City)

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

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1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	Acquired	(A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and	5)	Owned at end	Indirect (I)	Ownership
					(A)		of Issuer's	(Instr. 4)	(Instr. 4)
					(A)		Fiscal Year		
					or		(Instr. 3 and 4)		
				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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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		

SEC 2270

(9-02)

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	Derivative Security					osed O) r. 3,				
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent Rights	Â	01/03/2014	Â	A(2)	92	Â	03/12/2014	03/12/2014	Common Stock	92
Dividend Equivalent Rights	Â	01/03/2014	Â	A(2)	76	Â	03/11/2015	03/11/2015	Common Stock	76
Dividend Equivalent Rights	Â	01/03/2014	Â	A(2)	81	Â	03/09/2016	03/09/2016	Common Stock	81
Dividend Equivalent Rights	Â	01/03/2014	Â	A(2)	56	Â	03/15/2017	03/15/2017	Common Stock	56

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Othe				
CALIGIURI ROBERT D 149 COMMONWEATH DRIVE MENLO PARK. CA 94025	Â	Â	Group Vice President	Â				

Signatures

By: Wendy Whitehouse For: Robert D.
Caligiuri

02/13/2014

**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) 1-for-1.
- (2) The dividend equivalent rights accrued with respect to RSUs, pursuant to dividends earned in 2013.
- (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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