**EXPONENT INC** Form 5/A February 14, 2014

## FORM 5

#### **OMB APPROVAL**

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

**OMB** 3235-0362 Number: January 31,

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

Check this box if

Expires: 2005 Estimated average

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

burden hours per 1.0 response...

may continue. See Instruction 1(b).

1. Name and Address of Reporting Person \*

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 30(h) of the Investment Company Act of 1940

Form 4

Osteraas John

Transactions Reported

> 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer

Symbol EXPONENT INC [EXPO]

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

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title 01/03/2014 Other (specify

below) below) Group Vice President

4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

> Filed(Month/Day/Year) 02/11/2014

(check applicable line)

MENLO PARK, Â CAÂ 94025

149 COMMONWEATH DRIVE

(Street)

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

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of (Month/Day/Year) Securities Form: Direct Indirect Security Execution Date, if Transaction Acquired (A) or (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 8) (Month/Day/Year) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year

(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.

**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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	Derivative Security				Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent Rights	Â	01/03/2014	Â	A(2)	16	Â	03/12/2014	03/12/2014	Common Stock	16
Dividend Equivalent Rights	Â	01/03/2014	Â	A(2)	28	Â	03/11/2015	03/11/2015	Common Stock	28
Dividend Equivalent Rights	Â	01/03/2014	Â	A(2)	25	Â	03/09/2016	03/09/2016	Common Stock	25
Dividend Equivalent Rights	Â	01/03/2014	Â	A(2)	11	Â	03/15/2017	03/15/2017	Common Stock	11

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting of their remains and remains	Director	10% Owner	Officer	Othe			
Osteraas John 149 COMMONWEATH DRIVE MENLO PARK. CA 94025	Â	Â	Group Vice President	Â			

# **Signatures**

By: Wendy Whitehouse For: John D.
Osteraas
02/14/2014

\*\*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) 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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