

EXPONENT INC  
Form 5  
February 13, 2017

**FORM 5**

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
Pye John  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Group Vice President

149 COMMONWEATH DRIVE  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/30/2016

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

6. Individual or Joint/Group Reporting (check applicable line)

MENLO PARK, CA 94025  
(City) (State) (Zip)

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)	(A) or (D)	Price	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	04/01/2016	Â	A	29 <sup>(1)</sup>	A	\$ 48.0605	29	D	Â
Common Stock	07/01/2016	Â	A	29 <sup>(1)</sup>	A	\$ 55.0715	58	D	Â
Common Stock	09/30/2016	Â	A	29 <sup>(1)</sup>	A	\$ 48.507	87	D	Â
Common Stock	12/30/2016	Â	A	28 <sup>(1)</sup>	A	\$ 57.285	14,619	D	Â

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

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(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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Dividend Equivalent Rights	Â	12/30/2016	Â	A <sup>(3)</sup>	71	Â	03/15/2017	03/15/2017	Common Stock	71
Dividend Equivalent Rights	Â	12/30/2016	Â	A <sup>(3)</sup>	29	Â	03/14/2018	03/14/2018	Common Stock	29
Dividend Equivalent Rights	Â	12/30/2016	Â	A <sup>(3)</sup>	25	Â	03/13/2019	03/13/2019	Common Stock	25
Dividend Equivalent Rights	Â	12/30/2016	Â	A <sup>(3)</sup>	20	Â	03/11/2020	03/11/2020	Common Stock	20

## Reporting Owners

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

## Signatures

By: Wendy Whitehouse For: John Pye  
02/13/2017

\_\_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 2016.
- (4) Not applicable.

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