

EXPONENT INC
Form 4
March 17, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kytomaa Harri

(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)
03/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/15/2017		M ⁽¹⁾		425 A 2	11,869	D
Common Stock	03/15/2017		M ⁽³⁾		8,192 A 2	20,061	D
Common Stock	03/15/2017		F ⁽⁴⁾		2,701 D \$ 59.65	17,360	D

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

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number.

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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Dividend Equivalent Rights	(5)	03/15/2017		A(5)	310	03/15/2017 03/15/2017	Common Stock	310
Dividend Equivalent Rights	(1)	03/15/2017		M(1)	425	03/15/2017 03/15/2017	Common Stock	425
Restricted Stock Units	(3)	03/15/2017		M(3)	8,192	03/15/2017 03/15/2017	Common Stock	8,192

Reporting Owners

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

Signatures

By: Wendy Whitehouse For: Harri Kytomaa 03/17/2017

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

(2) Not applicable.

(3) Reflects the conversion of shares of vested Restricted Stock Units granted on March 15, 2013 into shares of Common Stock on a 1:1 basis.

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- (4) Reflects shares of common stock withheld by the Company to satisfy the tax withholding obligations of the Reporting Person.
- (5) The dividend equivalent rights accrued with respect to RSUs, pursuant to dividends earned in 2014 and Q1 2017.

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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