

EXPONENT INC  
Form 5  
February 13, 2015

**FORM 5**

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

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).  
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 \*  
**Osteraas 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)

**149 COMMONWEATH DRIVE**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**01/02/2015**

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

**MENLO PARK, CA 94025**

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

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

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 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 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)
				Amount	(A) or (D) Price			
Common Stock <sup>(1)</sup>	04/04/2014	Â	P	33	A \$ 69.027	7,793	D	Â
Common Stock <sup>(1)</sup>	07/03/2014	Â	P	31	A \$ 71.06	7,824	D	Â
Common Stock <sup>(1)</sup>	10/03/2014	Â	P	28	A \$ 68.343	7,852	D	Â
Common Stock <sup>(1)</sup>	01/02/2015	Â	P	29	A \$ 77.0355	7,881	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	Title	
Dividend Equivalent Rights	Â	01/02/2015	Â	A <sup>(3)</sup>	39 Â	03/11/2015 03/11/2015	Common Stock	39
Dividend Equivalent Rights	Â	01/02/2015	Â	A <sup>(3)</sup>	36 Â	03/09/2016 03/09/2016	Common Stock	36
Dividend Equivalent Rights	Â	01/02/2015	Â	A <sup>(3)</sup>	22 Â	03/15/2017 03/15/2017	Common Stock	22
Dividend Equivalent Rights	Â	01/02/2015	Â	A <sup>(3)</sup>	5 Â	03/14/2018 03/14/2018	Common Stock	5

## Reporting Owners

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

## Signatures

By: Wendy Whitehouse For: John D. Osteraas 02/13/2015

\_\_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 2014.
- (4) Not applicable.

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