

EXPONENT INC  
Form 4  
August 05, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
SCHLENKER RICHARD L JR

(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)  
08/02/2013

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)  
EVP & Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/02/2013		M	850	A \$ 12.015	106,851	D
Common Stock	08/02/2013		S	850	D \$ 66.5	106,001	D
Common Stock	08/05/2013		M	5,057	A \$ 12.015	111,058	D
Common Stock	08/05/2013		S	5,057	D \$ 67.038	106,001	D
Common Stock	08/05/2013		M	3,664	A \$ 15.645	109,665	D

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Common Stock	08/05/2013	S	3,664	D	\$ 67.23	106,001	D
Common Stock	08/05/2013	M	2,534	A	\$ 15.645	108,535	D
Common Stock	08/05/2013	S	2,534	D	\$ 67.038	106,001	D
Common Stock	08/05/2013	M	6,036	A	\$ 15.645	112,037	D
Common Stock	08/05/2013	S	6,036	D	\$ 67.23	106,001	D

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

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SEC 1474  
(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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 12.015	08/02/2013		M	850	<u>(1)</u> 03/01/2015	Common Stock	850
Incentive Stock Option (right to buy)	\$ 12.015	08/05/2013		M	5,057	<u>(1)</u> 03/01/2015	Common Stock	5,057
Incentive Stock Option (right to buy)	\$ 15.645	08/05/2013		M	3,664	<u>(1)</u> 02/09/2016	Common Stock	3,664
Incentive Stock Option (right to buy)	\$ 15.645	08/05/2013		M	2,534	<u>(1)</u> 02/09/2016	Common Stock	2,534
Non-Qualified Stock Option	\$ 15.645	08/05/2013		M	6,036	<u>(1)</u> 02/09/2016	Common Stock	6,036

(right to buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLENKER RICHARD L JR 149 COMMONWEATH DRIVE MENLO PARK, CA 94025			EVP & Chief Financial Officer	

## Signatures

By: Wendy Whitehouse For: Richard L.  
Schlenker, Jr.

08/05/2013

\_\_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) The stock option becomes exercisable in four equal annual installments.
  - (2) Not applicable.

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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