JOHNSTON PAUL R

Form 4 March 12, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person S JOHNSTON PAUL R	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	EXPONENT INC [EXPO]	(Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction			
149 COMMONWEATH DRIVE	(Month/Day/Year) 03/10/2010	X_ Director 10% Owner Officer (give title Other (specify below)		
		President & CEO		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
MENI O DADIZ CA 04025		Form filed by More than One Reporting		

MENLO PARK, CA 94025

(State)

(Zin)

(City)

(City)	(State) (A	Table	I - Non-De	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	3. Transaction Code	4. Securities Acquired on(A) or Disposed of (D)		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	(A) or		Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	03/10/2010		Code V M(1)	Amount 9,672 (2)	(D)	Price (3)	68,684	D	
Common Stock	03/10/2010		F(4)	3,477 (2)	D	\$ 28.3	65,207	D	

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

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Person

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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. Transac Code (Instr. 8	5. Number tiom 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	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(5)</u>	03/10/2010		M <u>(1)</u>		9,672 (2)	03/10/2010	03/10/2010	Common Stock	9,672

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JOHNSTON PAUL R 149 COMMONWEATH DRIVE MENLO PARK, CA 94025	X		President & CEO				

Signatures

By: Wendy Whitehouse For: Paul R.
Johnston
03/12/2010

**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) Reflects the conversion of shares of vested Restricted Stock Units granted on March 10, 2006 into shares of Common Stock on a 1:1 basis.
- (2) Reflects a 2-for-1 stock split which became effective on May 24, 2006.
- (3) Not applicable.
- (4) Reflects shares of common stock withheld by the Company to satisfy the tax withholding obligations of the Reporting Person.
- (5) See Footnote 1.

Note: File three copies of this Form, one of which must be manually signed. If space 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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