

EXPONENT INC
Form 4
October 30, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
10/28/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/28/2015		M	2,381	A \$ 15.505	189,093	D
Common Stock	10/28/2015		S	2,381	D \$ 52.043	186,712	D
Common Stock	10/28/2015		M	25,604	A \$ 9.185	212,316	D
Common Stock	10/28/2015		S	25,604	D \$ 52.043	186,712	D
Common Stock	10/28/2015		M	23,028	A \$ 15.505	209,740	D

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Common Stock	10/28/2015	S	23,028	D	\$ 52.043	186,712	D
Common Stock	10/28/2015	M	7,881	A	\$ 9.185	194,593	D
Common Stock	10/28/2015	S	7,881	D	\$ 52.043	186,712	D
Common Stock	10/29/2015	M	100	A	\$ 15.505	186,812	D
Common Stock	10/29/2015	S	100	D	\$ 52	186,712	D

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 9.185	10/28/2015		M		7,881		<u>(1)</u>	02/02/2017	Common Stock	7,881
Incentive Stock Option (right to buy)	\$ 15.505	10/28/2015		M		2,381		<u>(1)</u>	02/05/2018	Common Stock	2,381
Incentive Stock Option (right to buy)	\$ 15.505	10/29/2015		M		100		<u>(1)</u>	02/05/2018	Common Stock	100
Non-Qualified Stock Option (right to buy)	\$ 9.185	10/28/2015		M		25,604		<u>(1)</u>	02/02/2017	Common Stock	25,604
Non-Qualified Stock Option (right to buy)	\$ 15.505	10/28/2015		M		23,028		<u>(1)</u>	02/05/2018	Common Stock	23,028

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.

10/30/2015

__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) 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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