EXPONENT INC
Form 4
May 27, 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

(Print or Type Responses)

1. Name and Address of Reporting Person * Zumwalt Debra	2. Issuer Name **and** Ticker or Trading Symbol **EXPONENT INC [EXPO]**	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/27/2015	__X__ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
149 COMMONWEATH DRIVE (Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
MENLO PARK, CA 94025 (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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/27/2015		M[(1)]		5	A	[(2)]	5	D	
Common Stock	05/27/2015		M[(1)]		14	A	[(2)]	19	D	
Common Stock	05/27/2015		M[(3)]		1,421	A	[(2)]	1,440	D	

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

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
Dividend Equivalent Rights	(1)	05/27/2015		M(1)				14	05/27/2015	05/29/2015	Common Stock	14
Dividend Equivalent Rights	(4)	05/27/2015		A(4)			5		05/27/2015	(2)	Common Stock	5
Dividend Equivalent Rights	(1)	05/27/2015		M(1)				5	05/27/2015	(2)	Common Stock	5
Restricted Stock Units	(3)	05/27/2015		M(3)				1,421	05/27/2015	(2)	Common Stock	1,421

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zumwalt Debra 149 COMMONWEATH DRIVE MENLO PARK, CA 94025	X			

Signatures

By: Wendy Whitehouse For: Debra Zumwalt	05/27/2015
**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)   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 May 29, 2014 into shares of Common Stock on a 1:1 basis.

(4) The dividend equivalent rights accrued with respect to RSUs, pursuant to dividends earned in Q1 2015.

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.

Explanation of Responses: 3