

EXPONENT INC  
Form 5  
February 13, 2017

**FORM 5**

**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).  
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

## OMB APPROVAL

OMB  
Number: 3235-0362  
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2005  
Estimated average  
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response... 1.0

1. Name and Address of Reporting Person \*  
Pye John

(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. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/30/2016

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 \_\_\_\_ Other (specify  
below) below)

Group Vice President

6. Individual or Joint/Group Reporting

(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 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)
Common Stock	04/01/2016	Â	A	29 <sup>(1)</sup>	A \$ 48.0605	29	D Â
Common Stock	07/01/2016	Â	A	29 <sup>(1)</sup>	A \$ 55.0715	58	D Â
Common Stock	09/30/2016	Â	A	29 <sup>(1)</sup>	A \$ 48.507	87	D Â
Common Stock	12/30/2016	Â	A	28 <sup>(1)</sup>	A \$ 57.285	14,619	D Â

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 2270  
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Dividend Equivalent Rights	Â	12/30/2016	Â	A <sup>(3)</sup>	71 Â	03/15/2017 03/15/2017	Common Stock 71
Dividend Equivalent Rights	Â	12/30/2016	Â	A <sup>(3)</sup>	29 Â	03/14/2018 03/14/2018	Common Stock 29
Dividend Equivalent Rights	Â	12/30/2016	Â	A <sup>(3)</sup>	25 Â	03/13/2019 03/13/2019	Common Stock 25
Dividend Equivalent Rights	Â	12/30/2016	Â	A <sup>(3)</sup>	20 Â	03/11/2020 03/11/2020	Common Stock 20

## Reporting Owners

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

## Signatures

By: Wendy Whitehouse For:  
John Pye 02/13/2017

\_\_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 2016.
- (4) Not applicable.

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