

GAULKE MICHAEL R
Form 4
March 15, 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

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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 *
GAULKE MICHAEL R

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)
149 COMMONWEATH DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2013

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

MENLO PARK, CA 94025

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 or Price | | | | |
| Common Stock | 03/13/2013 | | M ⁽¹⁾ | | 81 | A | \$ 25,300 | I | by Trust |
| Common Stock | 03/13/2013 | | F ⁽³⁾ | | 42 | D | \$ 52.38 | I | by Trust |
| Common Stock | 03/13/2013 | | M ⁽⁴⁾ | | 28,370 | A | \$ 53,628 | I | by Trust |
| Common Stock | 03/13/2013 | | F ⁽³⁾ | | 11,795 | D | \$ 52.38 | I | by Trust |

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

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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. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Dividend Equivalent Rights | (5) | 03/13/2013 | | A(5) | 81 | 03/13/2013 03/13/2013 | Common Stock | 81 |
| Dividend Equivalent Rights | (1) | 03/13/2013 | | M(1) | 81 | 03/13/2013 03/13/2013 | Common Stock | 81 |
| Restricted Stock Units | (4) | 03/13/2013 | | M(4) | 28,370 | 03/13/2013 03/13/2013 | Common Stock | 28,370 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GAULKE MICHAEL R 149 COMMONWEATH DRIVE MENLO PARK, CA 94025 | | | X | |

Signatures

By: Wendy Whitehouse For: Michael R. Gaulke
Date: 03/15/2013

**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) Settlement of dividend equivalent rights in connection with RSU release on a 1:1 basis.
- (2) Not applicable.
- (3) Reflects shares of common stock withheld by the Company to satisfy the tax withholding obligations of the Reporting Person.

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- (4) Reflects the conversion of shares of vested Restricted Stock Units granted on March 13, 2009 into shares of Common Stock on a 1:1 basis.
- (5) The dividend equivalent rights accrued on the March 13, 2009 RSU grant, which will be released on a 1:1 basis.

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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