

Osteraas John  
Form 4  
March 15, 2019

**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  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Osteraas 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. Date of Earliest Transaction  
(Month/Day/Year)  
03/13/2019

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)

Group Vice President

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/13/2019		M <sup>(1)</sup>	3,656 A	25,672	D	
Common Stock	03/13/2019		M <sup>(3)</sup>	188 A	25,860	D	
Common Stock	03/13/2019		F <sup>(4)</sup>	1,283 D	\$ 56.92	24,577	D

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  
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SEC 1474  
(9-02)

number.

**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	<u>(5)</u>	03/13/2019		<u>A</u> <sup>(6)</sup>	12	03/13/2019 03/13/2019	Common Stock 12
Dividend Equivalent Rights	<u>(3)</u>	03/13/2019		<u>M</u> <sup>(3)</sup>	188	03/13/2019 03/13/2019	Common Stock 188
Restricted Stock Units	<u>(1)</u>	03/13/2019		<u>M</u> <sup>(1)</sup>	3,656	03/13/2019 03/13/2029	Common Stock 3,656

## Reporting Owners

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

## Signatures

By: Wendy Whitehouse For: John D. Osteraas 03/15/2019

\_\_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 13, 2015 into shares of Common Stock on a 1:1 basis.
- (2) Not applicable.
- (3) Settlement of dividend equivalent rights in connection with RSU release on a 1:1 basis.

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- (4) Reflects shares of common stock withheld by the Company to satisfy the tax withholding obligations of the Reporting Person.
- (5) 1-for-1.
- (6) The dividend equivalent rights accrued with respect to RSUs, pursuant to dividends earned in Q1 2019.

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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