

EXPONENT INC  
Form 4  
March 17, 2017

**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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kytomaa Harri

(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)  
03/15/2017

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount | (A) or (D) | Price   |  |   |
| Common Stock                    | 03/15/2017                           |  | M <sup>(1)</sup>               |   | 425    | A          | <u>(2)</u>  | 11,869   | D   |
| Common Stock                    | 03/15/2017                           |  | M <sup>(3)</sup>               |   | 8,192  | A          | <u>(2)</u>  | 20,061   | D   |
| Common Stock                    | 03/15/2017                           |  | F <sup>(4)</sup>               |   | 2,701  | D          | \$<br>59.65   | 17,360   | 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) | Amount or Number of Shares               |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   |  |
| Dividend Equivalent Rights                 | <u>(5)</u>   | 03/15/2017                           |  | A                              | (5)   | 310  |   | 03/15/2017 03/15/2017 Common Stock 310   |
| Dividend Equivalent Rights                 | <u>(1)</u>   | 03/15/2017                           |  | M                              | (1)   | 425  |   | 03/15/2017 03/15/2017 Common Stock 425   |
| Restricted Stock Units                     | <u>(3)</u>   | 03/15/2017                           |  | M                              | (3)   | 8,192  |   | 03/15/2017 03/15/2017 Common Stock 8,192 |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| Kytomaa Harri<br>149 COMMONWEATH DRIVE<br>MENLO PARK, CA 94025 |               |           | Group Vice President |       |

## Signatures

By: Wendy Whitehouse For: Harri Kytomaa 03/17/2017

\_\_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) 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 March 15, 2013 into shares of Common Stock 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) The dividend equivalent rights accrued with respect to RSUs, pursuant to dividends earned in 2014 and Q1 2017.

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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