

SCHLENKER RICHARD L JR
 Form 4
 August 08, 2012

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 *
 SCHLENKER RICHARD L JR

(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)
 08/06/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	08/06/2012		M		4,831 A \$ 7.015	102,893	D
Common Stock	08/06/2012		S		4,831 D \$ 52.5	98,062	D
Common Stock	08/07/2012		M		5,108 A \$ 7.015	103,170	D
Common Stock	08/07/2012		S		5,108 D \$ 52.5	98,062	D
Common Stock	08/08/2012		M		480 A \$ 7.015	98,542	D

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Common Stock 08/08/2012 S 480 D \$ 52.5 98,062 D

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

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SEC 1474
(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)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 7.015	08/06/2012		M	4,831	<u>(1)</u> 03/03/2013	Common Stock	4,831
Incentive Stock Option (right to buy)	\$ 7.015	08/07/2012		M	5,108	<u>(1)</u> 03/03/2013	Common Stock	5,108
Incentive Stock Option (right to buy)	\$ 7.015	08/08/2012		M	480	<u>(1)</u> 03/03/2013	Common Stock	480

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHLENKER RICHARD L JR
149 COMMONWEATH DRIVE
MENLO PARK, CA 94025

EVP & Chief Financial Officer

Signatures

By: Wendy Whitehouse For: Richard L.
Schlenker, Jr.

08/08/2012

__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) The stock option becomes exercisable in four equal annual installments.
 - (2) Not applicable.

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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