

SCHLENKER RICHARD L JR

Form 4

October 24, 2012

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
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(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)
10/22/2012

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)

EVP & Chief Financial Officer

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	10/22/2012		M		5,389 A	\$ 7.015	103,451 D
Common Stock	10/22/2012		S		5,389 D	\$ 55.1679	98,062 D
Common Stock	10/22/2012		M		4,978 A	\$ 11.305	103,040 D
Common Stock	10/22/2012		S		4,978 D	\$ 55.1679	98,062 D
Common Stock	10/22/2012		M		9,536 A	\$ 11.305	107,598 D

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Common Stock	10/22/2012	S	9,536	D	\$ 55.1679	98,062	D
Common Stock	10/23/2012	M	394	A	\$ 7.015	98,456	D
Common Stock	10/23/2012	S	394	D	\$ 54.5	98,062	D
Common Stock	10/23/2012	M	5,486	A	\$ 11.305	103,548	D
Common Stock	10/23/2012	S	5,486	D	\$ 54.5	98,062	D
Common Stock	10/23/2012	M	2,908	A	\$ 12.015	100,970	D
Common Stock	10/23/2012	S	2,908	D	\$ 54.5	98,062	D

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 7.015	10/22/2012		M		5,389		<u>(1)</u>	03/03/2013	Common Stock	5,389
Incentive Stock Option (right to buy)	\$ 7.015	10/23/2012		M		394		<u>(1)</u>	03/03/2013	Common Stock	394
Incentive Stock Option (right to buy)	\$ 11.305	10/22/2012		M		4,978		<u>(1)</u>	03/12/2014	Common Stock	4,978

Incentive Stock Option (right to buy)	\$ 11.305	10/23/2012	M	5,486	<u>(1)</u>	03/12/2014	Common Stock	5,486
Non-Qualified Stock Option (right to buy)	\$ 11.305	10/22/2012	M	9,536	<u>(1)</u>	03/12/2014	Common Stock	9,536
Non-Qualified Stock Option (right to buy)	\$ 12.015	10/23/2012	M	2,908	<u>(1)</u>	03/01/2015	Common Stock	2,908

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.

10/24/2012

 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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