RIGGINS STEPHEN C

Form 4 June 02, 2011

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

Check this box if no longer

Washington, D.C. 20549

3235-0287 Number:

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RIGGINS STEPHEN C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

EXPONENT INC [EXPO]

(Check all applicable)

(Last)

Common

Stock

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 06/01/2011

X_ Director 10% Owner Officer (give title Other (specify

below)

149 COMMONWEATH DRIVE (Street)

06/01/2011

4. If Amendment, Date Original

 $M_{\underline{-}}^{(3)}$

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person

D

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City)	(State) (Z	Zip) Table	e I - Non-De	erivative Securities Ac	equired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transactio Code	4. Securities on Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8) Code V	(Instr. 3, 4 and 5) (A) or Amount (D) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	06/01/2011		M(1)	1,659 A (2)	8,759	D	

1,201 A

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

9,960

(2)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Numb onDerivati Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	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	Amoun or Number of Shares
Restricted Stock Units	<u>(3)</u>	06/01/2011		M(3)		1,201	<u>(4)</u>	05/29/2012	Common Stock	1,201
Restricted Stock Units	<u>(1)</u>	06/01/2011		M(1)		1,659	<u>(5)</u>	06/03/2012	Common Stock	1,659
Restricted Stock Units	<u>(6)</u>	06/02/2011		A	1,425		<u>(5)</u>	06/02/2013	Common Stock	1,425

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
RIGGINS STEPHEN C					
140 COMMONWEATH DRIVE	\mathbf{v}				

149 COMMONWEATH DRIVE
MENLO PARK, CA 94025

Signatures

By: Wendy Whitehouse For: Stephen C.

Riggins 06/02/2011

**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 June 3, 2010 into shares of Common Stock on a 1:1 basis.
- (2) Not applicable.
- (3) Reflects the conversion of shares of vested Restricted Stock Units granted on May 29, 2008 into shares of Common Stock on a 1:1 basis.
- (4) Restricted stock units will vest in three (3) equal installments on the day prior to the Company's annual shareholder meeting.
- (5) Restricted stock units will cliff-vest on the day prior to the Company's next annual shareholder meeting.
- (**6**) 1-for-1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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