

Pye John  
 Form 5  
 February 09, 2018

# FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**Pye John**  
  
 (Last) (First) (Middle)  
  
**149 COMMONWEATH DRIVE**  
  
 (Street)

2. Issuer Name and Ticker or Trading Symbol  
**EXPONENT INC [EXPO]**  
  
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/29/2017**

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Group Vice President

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

6. Individual or Joint/Group Reporting  
  
 (check applicable line)

**MENLO PARK, CA 94025**  
  
 (City) (State) (Zip)

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)	Amount (A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/31/2017	Â	P	24 <sup>(1)</sup>	A	\$ 56.5725	18,391	D	Â
Common Stock	06/30/2017	Â	P	30 <sup>(1)</sup>	A	\$ 55.385	18,421	D	Â
Common Stock	09/29/2017	Â	P	19 <sup>(1)</sup>	A	\$ 70.205	14,840	D	Â
Common Stock	12/29/2017	Â	P	24 <sup>(1)</sup>	A	\$ 67.545	14,864	D	Â



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Acquisition of stock pursuant to Exponent, Inc. Employee Stock Purchase Plan under the provisions of Section 423 of the Internal Revenue Code in a transaction exempt under SEC Rule 16b-3.

- (2) 1-for-1.
- (3) The dividend equivalent rights accrued with respect to RSUs, pursuant to dividends earned in 2017.
- (4) Not applicable.

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