

EXPONENT INC
Form 4
February 25, 2008

FORM 4

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

OMB APPROVAL

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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 *
GAULKE MICHAEL R

(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)
02/21/2008

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)
Chairman & CEO

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	02/21/2008		M		55,700	A	\$ 2.9375	248,001	I	by Trust
Common Stock	02/21/2008		M		27,704	A	\$ 3.6095	275,705	I	by Trust
Common Stock	02/21/2008		M		19,630	A	\$ 5.0938	295,335	I	by Trust
Common Stock	02/21/2008		M		15,444	A	\$ 6.3875	310,779	I	by Trust
Common Stock	02/21/2008		M		14,306	A	\$ 6.99	325,085	I	by Trust

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Common Stock	02/21/2008	M	8,940	A	\$ 11.3675	334,025	I	by Trust
Common Stock	02/21/2008	M	800	A	\$ 3.6095	334,825	I	by Trust
Common Stock	02/21/2008	S	800	D	\$ 30.0108	334,025	I	by Trust
Common Stock	02/22/2008	M	200	A	\$ 3.6095	334,225	I	by Trust
Common Stock	02/22/2008	S	200	D	\$ 30.015	334,025	I	by Trust

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 2.9375	02/21/2008		M	55,700	<u>(1)</u>	02/11/2009	Common Stock	55,700
Incentive Stock Option (right to buy)	\$ 3.6095	02/21/2008		M	27,704	<u>(1)</u>	02/10/2010	Common Stock	27,704
Incentive Stock Option (right to buy)	\$ 5.0938	02/21/2008		M	19,630	<u>(1)</u>	02/08/2011	Common Stock	19,630
Incentive Stock Option (right to buy)	\$ 6.3875	02/21/2008		M	15,444	<u>(1)</u>	02/07/2012	Common Stock	15,444
Incentive Stock Option (right to buy)	\$ 6.99	02/21/2008		M	14,306	<u>(1)</u>	02/06/2013	Common Stock	14,306

Incentive Stock Option (right to buy)	\$ 11.3675	02/21/2008	M	8,940	<u>(1)</u>	02/04/2014	Common Stock	8,940
Non-Qualified Stock Option (right to buy)	\$ 3.6095	02/21/2008	M	800	<u>(1)</u>	02/10/2010	Common Stock	800
Non-Qualified Stock Option (right to buy)	\$ 3.6095	02/22/2008	M	200	<u>(1)</u>	02/10/2010	Common Stock	200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAULKE MICHAEL R 149 COMMONWEATH DRIVE MENLO PARK, CA 94025	X		Chairman & CEO	

Signatures

By: Wendy Whitehouse For: Michael R.
Gaulke

02/25/2008

 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, commencing one year at the date of grant.

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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