

EXPONENT INC

Form 4

February 27, 2008

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 *
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)
02/25/2008

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 (A) or (D)	Price	
Common Stock	02/25/2008		M		7,080	A \$ 3.6095	341,105 I by Trust
Common Stock	02/25/2008		S		7,080	D \$ 30.07	334,025 I by Trust
Common Stock	02/26/2008		M		5,077	A \$ 5.0938	339,102 I by Trust
Common Stock	02/26/2008		S		5,077	D \$ 30.0862	334,025 I by Trust
Common Stock	02/26/2008		M		4,466	A \$ 3.6095	338,491 I by Trust

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Common Stock	02/26/2008	S	4,466	D	\$ 30.0862	334,025	I	by Trust
Common Stock	02/27/2008	M	6,826	A	\$ 5.0938	340,851	I	by Trust
Common Stock	02/27/2008	S	6,826	D	\$ 30.1732	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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 3.6095	02/25/2008		M		7,080		<u>(1)</u>	02/10/2010	Common Stock	7,080
Non-Qualified Stock Option (right to buy)	\$ 3.6095	02/26/2008		M		4,466		<u>(1)</u>	02/10/2010	Common Stock	4,466
Non-Qualified Stock Option (right to buy)	\$ 5.0938	02/26/2008		M		5,077		<u>(1)</u>	02/08/2011	Common Stock	5,077
Non-Qualified Stock Option (right to buy)	\$ 5.0938	02/27/2008		M		6,826		<u>(1)</u>	02/08/2011	Common Stock	6,826

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GAULKE MICHAEL R
149 COMMONWEATH DRIVE X
MENLO PARK, CA 94025

Chairman & CEO

Signatures

By: Wendy Whitehouse For: Michael R.
Gaulke

02/27/2008

 **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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