

GAULKE MICHAEL R
Form 4
February 20, 2008

FORM 4

**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).

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

2. Issuer Name and Ticker or Trading Symbol
EXPONENT INC [EXPO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
149 COMMONWEATH DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

MENLO PARK, CA 94025

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	02/15/2008		M		1,700 A \$ 3.6095	194,001	I by Trust
Common Stock	02/15/2008		S		1,700 D \$ 29.9618	192,301	I by Trust
Common Stock	02/15/2008		M		4,200 A \$ 3.6095	196,501	I by Trust
Common Stock	02/15/2008		S		4,200 D \$ 30.0245	192,301	I by Trust
Common Stock	02/19/2008		M		1,900 A \$ 3.6095	194,201	I by Trust

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Common Stock	02/19/2008	S	1,900	D	\$ 30.14	192,301	I	by Trust
Common Stock	02/20/2008	M	1,400	A	\$ 3.6095	193,701	I	by Trust
Common Stock	02/20/2008	S	1,400	D	\$ 30.13	192,301	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 3.6095	02/15/2008		M	1,700	<u>(1)</u> 02/10/2010	Common Stock	1,700	
Non-Qualified Stock Option (right to buy)	\$ 3.6095	02/15/2008		M	4,200	<u>(1)</u> 02/10/2010	Common Stock	4,200	
Non-Qualified Stock Option (right to buy)	\$ 3.6095	02/19/2008		M	1,900	<u>(1)</u> 02/10/2010	Common Stock	1,900	
Non-Qualified Stock Option (right to buy)	\$ 3.6095	02/20/2008		M	1,400	<u>(1)</u> 02/10/2010	Common Stock	1,400	

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

02/20/2008

 **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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