

EXPONENT INC

Form 4

April 26, 2007

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)
04/25/2007

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)

President & 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/25/2007		M		4,000	A	\$ 4.625
Common Stock	04/25/2007		S		4,000	D	\$ 22.3 0
Common Stock	04/25/2007		M		1,000	A	\$ 4.625
Common Stock	04/25/2007		S		1,000	D	\$ 22.42 0
Common Stock	04/25/2007		M		1,000	A	\$ 4.625

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Common Stock	04/25/2007	S	1,000	D	\$ 22.51	0	D
Common Stock	04/25/2007	M	2,000	A	\$ 4.625	2,000	D
Common Stock	04/25/2007	S	2,000	D	\$ 22.64	0	D
Common Stock	04/25/2007	M	1,000	A	\$ 4.625	1,000	D
Common Stock	04/25/2007	S	1,000	D	\$ 22.69	0	D
Common Stock	04/25/2007	M	1,000	A	\$ 4.625	1,000	D
Common Stock	04/25/2007	S	1,000	D	\$ 22.73	0	D
Common Stock	04/25/2007	M	1,000	A	\$ 4.625	1,000	D
Common Stock	04/25/2007	S	1,000	D	\$ 22.83	0	D
Common Stock						134,931	I by Trust

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

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SEC 1474
(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 (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)	\$ 4.625	04/25/2007		M	4,000	(1) 02/04/2008	Common Stock 4,000

Non-Qualified Stock Option (right to buy)	\$ 4.625	04/25/2007	M	1,000	<u>(1)</u>	02/04/2008	Common Stock	1,000
Non-Qualified Stock Option (right to buy)	\$ 4.625	04/25/2007	M	1,000	<u>(1)</u>	02/04/2008	Common Stock	1,000
Non-Qualified Stock Option (right to buy)	\$ 4.625	04/25/2007	M	2,000	<u>(1)</u>	02/04/2008	Common Stock	2,000
Non-Qualified Stock Option (right to buy)	\$ 4.625	04/25/2007	M	1,000	<u>(1)</u>	02/04/2008	Common Stock	1,000
Non-Qualified Stock Option (right to buy)	\$ 4.625	04/25/2007	M	1,000	<u>(1)</u>	02/04/2008	Common Stock	1,000
Non-Qualified Stock Option (right to buy)	\$ 4.625	04/25/2007	M	1,000	<u>(1)</u>	02/04/2008	Common Stock	1,000

Reporting Owners

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

Signatures

By: Wendy Whitehouse For: Michael R.
Gaulke

04/26/2007

__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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