#### GAULKE MICHAEL R

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

Form 5

February 16, 2010

#### **OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer GAULKE MICHAEL R Symbol EXPONENT INC [EXPO] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) \_X\_ Director 10% Owner \_X\_\_ Officer (give title 01/01/2010 Other (specify below) below) 149 COMMONWEATH DRIVE **Executive Chairman** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) MENLO PARK, Â CAÂ 94025 \_X\_ 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 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Transaction (A) or Disposed of (D) Ownership Indirect Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) Amount (D) Price Common Â 11/25/2009 G 4.300 160,700 by Trust Stock

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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**SEC 2270** 

(9-02)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transaction	5. Number	6. Date Exerc Expiration Da		7. Title an Amount o		8. Price of Derivative	
Security	or Exercise Price of	,	any	Code (Instr. 8)	of	(Month/Day/Year)		Underlying		Security	
(Instr. 3)			(Month/Day/Year)		Derivative		Securities		(Instr. 5)		
	Derivative				Securities	curities		(Instr. 3 and 4)			
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,	str. 3,					
					4, and 5)						
					(A) (D)	Date	Expiration	Title Am	nount		
						Exercisable	Date	or			
								Nu	ımber		
								of			
								Sha	ares		

D

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

GAULKE MICHAEL R 149 COMMONWEATH DRIVE Â X Â Â Executive Chairman Â MENLO PARK, CAÂ 94025

## **Signatures**

By: Wendy Whitehouse For: Michael R. O2/16/2010

\*\*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).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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