

SCHLENKER RICHARD L JR
Form 4
February 14, 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 *
SCHLENKER RICHARD L JR

(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)
02/12/2008

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)
Chief Financial Officer

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 or Price		
Common Stock	02/12/2008		M		9,152 A \$ 4.2033	57,382	D
Common Stock	02/12/2008		S		9,152 D \$ 30.75	48,230	D
Common Stock	02/13/2008		M		4,438 A \$ 4.2033	52,668	D
Common Stock	02/13/2008		S		4,438 D \$ 30.75	48,230	D
Common Stock	02/13/2008		M		13,431 A \$ 5.8595	61,661	D

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Common Stock	02/13/2008	S	13,431	D	\$ 30.75	48,230	D
Common Stock	02/14/2008	M	3,178	A	\$ 5.8595	51,408	D
Common Stock	02/14/2008	S	3,178	D	\$ 30.75	48,230	D

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
					V	(A) (D)			
Non-Qualified Stock Option (right to buy)	\$ 4.2033	02/12/2008		M		9,152	<u>(1)</u> 03/06/2010	Common Stock	9,152
Non-Qualified Stock Option (right to buy)	\$ 4.2033	02/13/2008		M		4,438	<u>(1)</u> 03/06/2010	Common Stock	4,438
Non-Qualified Stock Option (right to buy)	\$ 5.8595	02/13/2008		M		13,431	<u>(1)</u> 03/06/2011	Common Stock	13,431
Non-Qualified Stock Option (right to buy)	\$ 5.8595	02/14/2008		M		3,178	<u>(1)</u> 03/06/2011	Common Stock	3,178

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLENKER RICHARD L JR 149 COMMONWEATH DRIVE			Chief Financial	

MENLO PARK, CA 94025

Officer

Signatures

By: Wendy Whitehouse For: Richard L.
Schlenker Jr.

02/14/2008

__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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