

BARRETT BARBARA M
Form 4
May 05, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
BARRETT BARBARA M

(Last) (First) (Middle)

EXPONENT, INC, 149
COMMONWEALTH 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)
05/01/2008

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)

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	05/01/2008		M ⁽¹⁾	1,984 (2) A (3)	43,990	D	
Common Stock	05/01/2008		M ⁽⁴⁾	1,065 (2) A (3)	45,055	D	
Common Stock	05/01/2008		M ⁽⁵⁾	573 A (3)	45,628	D	

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

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number.

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)	8. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	05/01/2008		M(1)	1,984 (2)	(6)	(3)	Common Stock	1,984
Restricted Stock Units	(4)	05/01/2008		M(4)	1,065 (2)	(6)	(3)	Common Stock	1,065
Restricted Stock Units	(5)	05/01/2008		M(5)	573	(6)	(3)	Common Stock	573

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BARRETT BARBARA M
EXPONENT, INC
149 COMMONWEALTH DRIVE
MENLO PARK, CA 94025

X

Signatures

By: Wendy Whitehouse For: Barbara M. Barrett

05/05/2008

__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) Conversion of common stock on a 1:1 basis of vested RSUs granted on June 1, 2005.

(2) Reflects a 2-for-1 stock split which became effective on May 24, 2006.

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- (3) Not Applicable.
- (4) Conversion of common stock on a 1:1 basis of vested RSUs granted on May 24, 2006.
- (5) Conversion of common stock on a 1:1 basis of vested RSUs granted on May 22, 2007.
- (6) Restricted stock units will vest in three (3) equal installments on the day prior to the Company's annual shareholder meeting. Shares of Common Stock will be issued to the reporting person on the third vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space 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.