

GAULKE MICHAEL R
Form 4
December 01, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
11/30/2011

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

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	11/30/2011		M		1,568 \$ 31.01	D	
Common Stock	11/30/2011		S		1,568 \$ 46.4226	D	
Common Stock	11/30/2011		M		4,557 \$ 18.37	D	
Common Stock	11/30/2011		S		4,557 \$ 46.4226	D	
Common Stock	11/30/2011		M		2,675 \$ 18.37	D	
Common Stock	11/30/2011		S		2,675	D	

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Common Stock					\$				
					46.4226				
Common Stock	12/01/2011		M	3,699	A	\$ 31.01	3,699		D
Common Stock	12/01/2011		S	3,699	D	\$ 47.5571	0		D
Common Stock							94,830		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 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
Incentive Stock Option (right to buy)	\$ 18.37	11/30/2011		M	2,675	<u>(1)</u> 02/02/2017	Common Stock	2,675
Non-Qualified Stock Option (right to buy)	\$ 18.37	11/30/2011		M	4,557	<u>(1)</u> 02/02/2017	Common Stock	4,557
Non-Qualified Stock Option (right to buy)	\$ 31.01	11/30/2011		M	1,568	<u>(1)</u> 02/05/2018	Common Stock	1,568
Non-Qualified Stock Option (right to buy)	\$ 31.01	12/01/2011		M	3,699	<u>(1)</u> 02/05/2018	Common Stock	3,699

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

GAULKE MICHAEL R
149 COMMONWEATH DRIVE X
MENLO PARK, CA 94025

Signatures

By: Wendy Whitehouse For: Michael R.
Gaulke

12/01/2011

__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.
 - (2) Not applicable.

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.