

EXPONENT INC
Form 4
April 25, 2005

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 *
MOALLI JOHN E

(Last) (First) (Middle)
EXPONENT INC, 149
COMMONWEALTH DR
(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)
04/22/2005

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)
Group Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/22/2005		M		3,000 A \$ 11.5	3,088	D
Common Stock	04/22/2005		S		3,000 D \$ 24.5153	88	D
Common Stock	04/22/2005		M		2,500 A \$ 11.145	2,588	D
Common Stock	04/22/2005		S		2,500 D \$ 24.5153	88	D
Common Stock	04/22/2005		M		2,500 A \$ 13.025	2,588	D

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Common Stock	04/22/2005	S	2,500	D	\$ 24.5153	88	D
Common Stock	04/22/2005	M	3,750	A	\$ 14.03	3,838	D
Common Stock	04/22/2005	S	3,750	D	\$ 24.5153	88	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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 13.025	04/22/2005		M	2,500	<u>(1)</u> 03/05/2012	Common Stock	2,500	
Incentive Stock Option (right to buy)	\$ 14.03	04/22/2005		M	3,750	<u>(1)</u> 03/03/2013	Common Stock	3,750	
Non-Qualified Stock Option (right to buy)	\$ 11.145	04/22/2005		M	2,500	<u>(1)</u> 12/13/2011	Common Stock	2,500	
Non-Qualified Stock Option (right to buy)	\$ 11.5	04/22/2005		M	3,000	<u>(1)</u> 03/06/2011	Common Stock	3,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MOALLI JOHN E
EXPONENT INC
149 COMMONWEALTH DR
MENLO PARK, CA 94025

Group Vice President

Signatures

By: Wendy Whitehouse For: John E.
Moalli

04/25/2005

__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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