

DENEND LESLIE G
Form 4
May 23, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
DENEND LESLIE G

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)
05/21/2007

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. 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	(D)	Price		
Common Stock	05/21/2007		M ⁽¹⁾		2,006	A	\$ 0	2,006	D
Common Stock	05/21/2007		M ⁽²⁾		1,347	A	\$ 0	3,353	D
Common Stock	05/21/2007		M ⁽³⁾		547	A	\$ 0	3,900	D

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

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SEC 1474
(9-02)

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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. Amount or Number of Shares
Restricted Stock Units	(4)	05/21/2007		M(1)	2,006	(5) 06/02/2007	Common Stock	2,006 (6)
Restricted Stock Units	(4)	05/21/2007		M(2)	1,347	(5) 06/01/2008	Common Stock	1,347 (6)
Restricted Stock Units	(4)	05/21/2007		M(3)	547	(5) 05/24/2009	Common Stock	547

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENEND LESLIE G 149 COMMONWEATH DRIVE MENLO PARK, CA 94025			X	

Signatures

By: Wendy Whitehouse For: Leslie G.

Denend

05/23/2007

**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 to common stock of vested RSUs granted on June 2, 2004.

(2) Conversion to common stock of vested RSUs granted on June 1, 2005.

(3) Conversion to common stock of vested RSUs granted on May 24, 2006.

(4) 1-for-1.

(5)

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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.

(6) The share amount reflects a 2-for-1 stock split that occurred on May 24, 2006.

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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