

EXPONENT INC
Form 8-K
January 30, 2007

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported) January 30, 2007

Exponent, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction

of incorporation)

0-18655
(Commission File No.)

77-0218904
(I.R.S. Employer

Identification No.)

149 Commonwealth Drive

Menlo Park, California 94025

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(650) 326-9400**

(Former Name or Former Address, if changed since last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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- “ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

Michael Gaulke, the Chief Executive Officer of Exponent, Inc. (Exponent), has informed Exponent that on or after February 2, 2007, he plans to adopt a stock trading plan for Exponent common stock in accordance with Rule 10b5-1 under the Securities and Exchange Act of 1934 (the Exchange Act). Under Mr. Gaulke s stock trading plan, he expects to sell up to 331,804 shares of common stock in the open market obtained upon the exercise of stock options, one of which covering 125,674 shares is slated to expire on February 5, 2007. Sales under Mr. Gaulke s trading plan are expected to be made during 2007.

Upon completion of this trading plan, Mr. Gaulke expects that he will beneficially own approximately 800,000 shares of Exponent common stock either directly or through then exercisable options. In addition, Mr. Gaulke has rights to 79,156 shares held in the form of restricted stock units.

The information included in this Form 8-K shall not be deemed filed for any purpose, including for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

EXPONENT, INC.

By: /s/ Richard L. Schlenker

Name: Richard L. Schlenker

Title: Chief Financial Officer

Date: January 30, 2007