

SCHLENKER RICHARD L JR
 Form 5
 February 10, 2006

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 SCHLENKER RICHARD L JR
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 EXPONENT INC [e\$eqc4td]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

EPONENT INC, 149
 COMMONWEALTH DRIVE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/30/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

MENLO PARK, CA 94025
 (City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	04/01/2005	^	P	196 (1) A	\$ 20.2725	D	^
Common Stock	07/01/2005	^	P	178 (1) A	\$ 23.5969	D	^
Common Stock	09/30/2005	^	P	178 (1) A	\$ 23.5969	D	^
Common Stock	12/30/2005	^	P	174 (1) A	\$ 28.38	D	^

