

Oстераas John
Form 5
March 24, 2009

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 *
Oстераas John

2. Issuer Name and Ticker or Trading Symbol
EXPONENT INC [EXPO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Group Vice President

(Last) (First) (Middle)
149 COMMONWEATH DRIVE
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/03/2009

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

6. Individual or Joint/Group Reporting

(check applicable line)

MENLO PARK, CA 94025

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 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 Price			
Common Stock	03/28/2008	^	P	78 ⁽¹⁾ A \$ 30.78	3,240	D	^
Common Stock	06/27/2008	^	P	81 ⁽¹⁾ A \$ 30.1055	3,321	D	^
Common Stock	09/26/2008	^	P	74 ⁽¹⁾ A \$ 30.5425	3,395	D	^
Common Stock	01/02/2009	^	P	91 ⁽¹⁾ A \$ 28.7755	3,486	D	^

