

TETRA TECH INC
Form 4
May 30, 2008

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 *
BATRACK DAN L

(Last) (First) (Middle)
3475 EAST FOOTHILL BOULEVARD
(Street)

PASADENA,, CA 91107

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TETRA TECH INC [TTEK]

3. Date of Earliest Transaction (Month/Day/Year)
05/28/2008

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)

CHAIRMAN AND CEO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
COMMON STOCK	05/28/2008		M		2,891 A \$ 15.6	D	
COMMON STOCK	05/28/2008		S		2,891 D \$ 25.9	D	
COMMON STOCK	05/28/2008		M		3,094 A \$ 8.725	D	
COMMON STOCK	05/28/2008		S		3,094 D \$ 25.9	D	
COMMON STOCK	05/28/2008		M		1,342 A \$ 12.84	D	

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COMMON STOCK	05/28/2008	S	1,342	D	\$ 25.9	68,729	D
COMMON STOCK	05/28/2008	M	500	A	\$ 12.84	69,229	D
COMMON STOCK	05/28/2009	S	500	D	\$ 25.91	68,729	D
COMMON STOCK	05/28/2008	M	100	A	\$ 12.84	68,829	D
COMMON STOCK	05/28/2008	S	100	D	\$ 25.92	68,729	D
COMMON STOCK	05/28/2008	M	300	A	\$ 12.84	69,029	D
COMMON STOCK	05/28/2008	S	300	D	\$ 25.93	68,729	D
COMMON STOCK	05/28/2008	M	400	A	\$ 12.84	69,129	D
COMMON STOCK	05/28/2008	S	400	D	\$ 25.94	68,729	D
COMMON STOCK	05/28/2008	M	300	A	\$ 12.84	69,029	D
COMMON STOCK	05/28/2008	S	300	D	\$ 25.95	68,729	D
COMMON STOCK	05/28/2008	M	800	A	\$ 12.84	69,529	D
COMMON STOCK	05/28/2008	S	800	D	\$ 25.96	68,729	D
COMMON STOCK	05/28/2008	M	273	A	\$ 12.84	69,002	D
COMMON STOCK	05/28/2008	S	273	D	\$ 25.97	68,729	D
COMMON STOCK	05/29/2008	M	500	A	\$ 12.84	69,229	D
COMMON STOCK	05/29/2008	S	500	D	\$ 25.89	68,729	D
COMMON STOCK	05/29/2008	M	1,900	A	\$ 12.84	70,629	D
COMMON STOCK	05/29/2008	S	1,900	D	\$ 25.88	68,729	D
COMMON STOCK	05/29/2008	M	489	A	\$ 12.84	69,218	D
	05/29/2008	S	489	D		68,729	D

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COMMON STOCK						\$ 25.85		
COMMON STOCK	05/29/2008		M	8,396	A	\$ 12.84	77,125	D
COMMON STOCK	05/29/2008		S	8,396	D	\$ 25.85	68,729	D
COMMON STOCK	05/29/2008		M	100	A	\$ 12.84	68,829	D
COMMON STOCK	05/29/2008		S	100	D	\$ 25.92	68,729	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 (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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
STOCK OPTION	\$ 15.6	05/28/2008		M	2,891	11/08/2000 ⁽¹⁾ 11/08/2009	COMMON STOCK	2,891
STOCK OPTION	\$ 8.725	05/28/2008		M	3,094	11/15/2000 ⁽²⁾ 11/15/2009	COMMON STOCK	3,094
STOCK OPTION	\$ 12.84	05/28/2008		M	1,342	12/23/2003 ⁽³⁾ 12/23/2012	COMMON STOCK	1,342
STOCK OPTION	\$ 12.84	05/28/2008		M	500	12/23/2003 ⁽³⁾ 12/23/2012	COMMON STOCK	500
STOCK OPTION	\$ 12.84	05/28/2008		M	100	12/23/2003 ⁽³⁾ 12/23/2012	COMMON STOCK	100
STOCK OPTION	\$ 12.84	05/28/2008		M	300	12/23/2003 ⁽³⁾ 12/23/2012	COMMON STOCK	300
	\$ 12.84	05/28/2008		M	400	12/23/2003 ⁽³⁾ 12/23/2012		400

STOCK OPTION								COMMON STOCK	
STOCK OPTION	\$ 12.84	05/28/2008	M	300	12/23/2003 ⁽³⁾	12/23/2012		COMMON STOCK	300
STOCK OPTION	\$ 12.84	05/28/2008	M	800	12/23/2003 ⁽³⁾	12/23/2012		COMMON STOCK	800
STOCK OPTION	\$ 12.84	05/28/2008	M	273	12/23/2003 ⁽³⁾	12/23/2012		COMMON STOCK	273
STOCK OPTION	\$ 12.84	05/29/2008	M	500	12/23/2003 ⁽³⁾	12/23/2012		COMMON STOCK	500
STOCK OPTION	\$ 12.84	05/29/2008	M	1,900	12/23/2003 ⁽³⁾	12/23/2012		COMMON STOCK	1,900
STOCK OPTION	\$ 12.84	05/29/2008	M	489	12/23/2003 ⁽³⁾	12/23/2012		COMMON STOCK	489
STOCK OPTION	\$ 12.84	05/29/2008	M	8,396	12/23/2003 ⁽⁴⁾	12/23/2012		COMMON STOCK	8,396
STOCK OPTION	\$ 12.84	05/29/2008	M	100	12/23/2003 ⁽⁴⁾	12/23/2012		COMMON STOCK	100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BATRACK DAN L 3475 EAST FOOTHILL BOULEVARD PASADENA,, CA 91107	X		CHAIRMAN AND CEO	

Signatures

JANIS SALIN for DAN L.
BATRACK

05/29/2008

**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 option was fully vested as of January 18, 2003.
 - (2) The option was fully vested as of November 15, 2003.
 - (3) The option was fully vested as of December 23, 2006.
 - (4) The option was fully vested as of December 23, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.