

TETRA TECH INC
Form 4
May 08, 2009

FORM 4

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

OMB APPROVAL

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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 *
HADEN PATRICK C

(Last) (First) (Middle)

10900 WILSHIRE BLVD., STE 850

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2009

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/07/2009		M		8,000 A \$ 17.74	11,100	D
Common Stock	05/07/2009		S		400 D \$ 24.68	10,700	D
Common Stock	05/07/2009		S		800 D \$ 24.69	9,900	D
Common Stock	05/07/2009		S		1,100 D \$ 24.7	8,800	D
Common Stock	05/07/2009		S		200 D \$ 24.65	8,600	D
	05/07/2009		S		400 D \$ 24.625	8,200	D

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Common Stock								
Common Stock	05/07/2009		S	200	D	\$ 24.62	8,000	D
Common Stock	05/07/2009		S	200	D	\$ 24.61	7,800	D
Common Stock	05/07/2009		S	800	D	\$ 24.6	7,000	D
Common Stock	05/07/2009		S	500	D	\$ 24.6275	6,500	D
Common Stock	05/07/2009		S	2,690	D	\$ 24.53	3,810	D
Common Stock	05/07/2009		S	700	D	\$ 24.54	3,110	D
Common Stock	05/07/2009		S	10	D	\$ 24.55	3,100	D

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

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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 (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
Employee Stock Option (right to buy)	\$ 17.74	05/07/2009		M	8,000	03/01/2008 ⁽¹⁾	03/02/2017	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HADEN PATRICK C 10900 WILSHIRE BLVD., STE 850 LOS ANGELES, CA 90071	X			

Signatures

Janis Salin for Patrick C.
Haden 05/08/2009

 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 vested 100% on 3/1/2008.

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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