

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 \*  
**LEMMON RICHARD A**

(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)  
**05/29/2008**

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)

**SENIOR VICE PRESIDENT**

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	05/29/2008		M		275	A	\$ 13.28
COMMON STOCK	05/29/2008		S		275	D	\$ 26.76
COMMON STOCK	05/29/2008		M		100	A	\$ 13.28
COMMON STOCK	05/29/2008		S		100	D	\$ 26.75
COMMON STOCK	05/29/2008		M		12,500	A	\$ 8.725
COMMON STOCK	05/29/2008						\$ 10,163
COMMON STOCK	05/29/2008						\$ 9,888
COMMON STOCK	05/29/2008						\$ 9,988
COMMON STOCK	05/29/2008						\$ 9,888
COMMON STOCK	05/29/2008						\$ 22,388



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(2) The option was fully vested as of November 15, 2003.

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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