TETRA TECH INC

Form 4 May 08, 2009

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue.

See Instruction

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 * HADEN PATRICK C

2. Issuer Name and Ticker or Trading Symbol

TETRA TECH INC [TTEK]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

10900 WILSHIRE BLVD., STE 850 05/07/2009

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

(Print or Type Responses)

1(b).

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LOS ANGELES, CA 90071

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow							ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
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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 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

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 conf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date (Month/Day/Year) equired (A) or isposed of (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun 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 X LOS ANGELES, CA 90071

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. 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.

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