TETRA TECH INC

Form 4

November 17, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BIEBER MICHAEL A**

(First)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

TETRA TECH INC [TTEK]

3. Date of Earliest Transaction

(Month/Day/Year) 11/13/2009

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

3475 EAST FOOTHILL **BOULEVARD**

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

VICE PRESIDENT

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

PASADENA,, CA 91107

(City)	(State) (Zij	Table I	- Non-Der	rivative Se	ecuriti	es Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(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)	
COMMON STOCK	11/13/2009		Code V A	Amount 3,300	(D)	Price \$ 0	12,656	D	
COMMON STOCK	11/16/2009		A	440 (2)	A	\$0	13,096	D	
COMMON STOCK	11/16/2009		F	970	D	\$ 26.8	12,126	D	

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

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number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 25.55	11/13/2009		A	16,750	11/13/2010(1)	11/13/2017	COMMON STOCK	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BIEBER MICHAEL A 3475 EAST FOOTHILL BOULEVARD PASADENA., CA 91107

VICE PRESIDENT

Signatures

JANIS SALIN for MICHAEL A.

BIEBER 11/17/2009

**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 becomes exercisable as to 25% of the shares on each anniversary of the grant date.
- In accordance with the Executive Compensation Policy, 120% of the installment vested on November 16, 2009 and 440 additional shares were issued to the reporting person.

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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