

TETRA TECH INC
Form 4
August 04, 2009

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)
08/03/2009

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
COMMON STOCK	08/03/2009		M		10,000 A \$ 23.68	90,540	D
COMMON STOCK	08/03/2009		M		11,202 A \$ 21.8	101,742	D
COMMON STOCK	08/03/2009		M		45,000 A \$ 18.07	146,742	D
COMMON STOCK	08/03/2009		M		20,033 A \$ 15.79	166,775	D
COMMON STOCK	08/03/2009		S		86,235 D \$ 29.7974	80,540	D

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COMMON STOCK	08/04/2009	M	9,554	A	\$ 15.79	90,094	D
COMMON STOCK	08/04/2009	S	9,554	D	\$ 29.8512	80,540	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 Acquired (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)	Amount or Number of Shares
STOCK OPTION	\$ 23.68	08/03/2009		M	10,000	11/16/2008 ⁽¹⁾ 11/16/2015	COMMON STOCK	10,000
STOCK OPTION	\$ 21.8	08/03/2009		M	11,202	01/16/2002 ⁽²⁾ 01/16/2011	COMMON STOCK	11,202
STOCK OPTION	\$ 18.07	08/03/2009		M	45,000	03/06/2007 ⁽³⁾ 03/06/2014	COMMON STOCK	45,000
STOCK OPTION	\$ 15.79	08/03/2009		M	20,033	01/18/2006 ⁽⁴⁾ 01/18/2015	COMMON STOCK	20,033
STOCK OPTION	\$ 15.79	08/04/2009		M	9,554	01/18/2006 ⁽⁴⁾ 01/18/2015	COMMON STOCK	9,554

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

08/04/2009

__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) 1/4% of the shares were vested on November 16, 2008. Remaining shares vest on a monthly basis with full vesting as of November 16, 2011.
 - (2) The option was fully vested as of January 16, 2005.
 - (3) The option was fully vested as of March 6, 2009.
 - (4) The option was fully vested as of January 18, 2009.

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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