

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 *
BIEBER MICHAEL 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)
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		3,750	A	\$ 21.8
COMMON STOCK	05/29/2008		S		3,750	D	\$ 26.75
COMMON STOCK	05/29/2008		M		6,000	A	\$ 19.55
COMMON STOCK	05/29/2008		S		6,000	D	\$ 26.75
COMMON STOCK	05/29/2008		M		12,401	A	\$ 15.79

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COMMON STOCK	05/29/2008	S	12,401	D	\$ 26.75	6,460	D
COMMON STOCK	05/29/2008	M	2,049	A	\$ 15.79	8,509	D
COMMON STOCK	05/29/2008	S	2,049	D	\$ 26.75	6,460	D
COMMON STOCK	05/29/2008	M	100	A	\$ 15.79	6,560	D
COMMON STOCK	05/29/2008	S	100	D	\$ 26.76	6,460	D
COMMON STOCK	05/29/2008	M	400	A	\$ 15.79	6,860	D
COMMON STOCK	05/29/2008	S	400	D	\$ 26.77	6,460	D
COMMON STOCK	05/29/2008	M	200	A	\$ 15.79	6,660	D
COMMON STOCK	05/29/2008	S	200	D	\$ 26.78	6,460	D
COMMON STOCK	05/29/2008	M	100	A	\$ 15.79	6,560	D
COMMON STOCK	05/29/2008	S	100	D	\$ 26.79	6,460	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)
STOCK OPTION	\$ 21.8	05/29/2008		M	3,750	01/16/2002 ⁽¹⁾ 01/16/2011	COMMON STOCK 3,7

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Instrument	Exercise Price	Grant Date	Relationship	Quantity	Expiration Date	Underlying Security	Quantity
STOCK OPTION	\$ 19.55	05/29/2008	M	6,000	08/15/2005 ⁽²⁾	11/05/2012	COMMON STOCK 6,000
STOCK OPTION	\$ 15.79	05/29/2008	M	12,401	05/18/2008 ⁽³⁾	01/18/2015	COMMON STOCK 12,401
STOCK OPTION	\$ 15.79	05/29/2008	M	2,049	05/18/2008 ⁽³⁾	01/18/2015	COMMON STOCK 2,049
STOCK OPTION	\$ 15.79	05/29/2008	M	100	05/18/2008 ⁽³⁾	01/18/2015	COMMON STOCK 100
STOCK OPTION	\$ 15.79	05/29/2008	M	400	05/18/2008 ⁽³⁾	01/18/2015	COMMON STOCK 400
STOCK OPTION	\$ 15.79	05/29/2008	M	200	05/18/2008 ⁽³⁾	01/18/2015	COMMON STOCK 200
STOCK OPTION	\$ 15.79	05/29/2008	M	100	05/18/2008 ⁽³⁾	01/18/2015	COMMON STOCK 100

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

05/30/2008

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 was fully vested as of January 16, 2005.
- (2) The option was fully vested as of September 6, 2005.
- (3) The option was vested as of May 18, 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.