

TETRA TECH INC
Form 4
May 20, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SALIN JANIS B

(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)
05/19/2008

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
COMMON STOCK	05/19/2008		M		1,018	A	\$ 12.84
COMMON STOCK	05/19/2008		S		1,018	D	\$ 25.57
COMMON STOCK	05/19/2008		M		1,800	A	\$ 12.84
COMMON STOCK	05/19/2008		S		1,800	D	\$ 25.6
COMMON STOCK	05/19/2008		M		2,400	A	\$ 12.84
							9,181
							8,163
							9,963
							8,163
							10,563

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COMMON STOCK	05/19/2008	S	2,400	D	\$ 25.48	8,163	D
COMMON STOCK	05/19/2008	M	1,000	A	\$ 12.84	9,163	D
COMMON STOCK	05/19/2008	S	1,000	D	\$ 25.46	8,163	D
COMMON STOCK	05/19/2008	M	5,490	A	\$ 12.84	13,653	D
COMMON STOCK	05/19/2008	S	5,490	D	\$ 25.47	8,163	D
COMMON STOCK	05/19/2008	M	682	A	\$ 12.84	8,845	D
COMMON STOCK	05/19/2008	S	682	D	\$ 25.59	8,163	D
COMMON STOCK	05/19/2008	M	2,610	A	\$ 12.84	10,773	D
COMMON STOCK	05/19/2008	S	2,610	D	\$ 25.45	8,163	D

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

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SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
STOCK OPTION	\$ 12.84	05/19/2008		M	1,018	12/23/2003 ⁽¹⁾	12/23/2012	COMMON STOCK	1,018
STOCK OPTION	\$ 12.84	05/19/2008		M	1,800	12/23/2003 ⁽¹⁾	12/23/2012	COMMON STOCK	1,800
	\$ 12.84	05/19/2008		M	2,400	12/23/2003 ⁽¹⁾	12/23/2012		2,400

STOCK OPTION								COMMON STOCK	
STOCK OPTION	\$ 12.84	05/19/2008	M	1,000	12/23/2003 ⁽¹⁾	12/23/2012		COMMON STOCK	1,000
STOCK OPTION	\$ 12.84	05/19/2008	M	5,490	12/23/2003 ⁽¹⁾	12/23/2012		COMMON STOCK	5,490
STOCK OPTION	\$ 12.84	05/19/2008	M	682	12/23/2003 ⁽¹⁾	12/23/2012		COMMON STOCK	682
STOCK OPTION	\$ 12.84	05/19/2008	M	2,610	12/23/2003 ⁽¹⁾	12/23/2012		COMMON STOCK	2,610

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SALIN JANIS B 3475 EAST FOOTHILL BOULEVARD PASADENA,, CA 91107			VICE PRESIDENT	

Signatures

JANIS B.
SALIN

05/20/2008

**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 December 23, 2006.

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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