

TETRA TECHNOLOGIES INC
 Form 4
 December 14, 2006

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 *
MATHEWS DENNIS

2. Issuer Name and Ticker or Trading Symbol
TETRA TECHNOLOGIES INC [TTI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 25025 INTERSTATE 45
 NORTH, SUITE 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/12/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

THE WOODLANDS, TX 77380

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 12/12/2006 | | S | 4,300 | D | \$ 27.4 | 44,504 ⁽¹⁾ | D |
| Common Stock | 12/12/2006 | | S | 100 | D | \$ 27.44 | 44,404 | D |
| Common Stock | 12/13/2006 | | S | 20,600 | D | \$ 27.4 | 23,804 | D |
| Common Stock | 12/13/2006 | | S | 12,700 | D | \$ 27.41 | 11,104 | D |
| Common Stock | 12/13/2006 | | S | 3,300 | D | \$ 27.42 | 7,804 | D |

Edgar Filing: TETRA TECHNOLOGIES INC - Form 4

| | | | | | | | | |
|--------------|------------|---|-----|---|----------|-------|---|----------------|
| Common Stock | 12/13/2006 | S | 100 | D | \$ 27.44 | 7,704 | D | |
| Common Stock | 12/13/2006 | S | 200 | D | \$ 27.45 | 7,504 | D | |
| Common Stock | 12/13/2006 | S | 200 | D | \$ 27.46 | 7,304 | D | |
| Common Stock | 12/13/2006 | S | 100 | D | \$ 27.47 | 7,204 | D | |
| Common Stock | 12/13/2006 | S | 100 | D | \$ 27.48 | 7,104 | D | |
| Common Stock | 12/13/2006 | S | 100 | D | \$ 27.49 | 7,004 | D | |
| Common Stock | 12/13/2006 | S | 600 | D | \$ 27.5 | 6,404 | D | |
| Common Stock | 12/13/2006 | S | 100 | D | \$ 27.53 | 6,304 | D | |
| Common Stock | 12/13/2006 | S | 264 | D | \$ 27.54 | 6,040 | D | |
| Common Stock | 12/13/2006 | S | 200 | D | \$ 27.55 | 5,840 | D | |
| Common Stock | | | | | | 7,919 | I | by 401(k) Plan |

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.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MATHEWS DENNIS 25025 INTERSTATE 45 NORTH SUITE 600 THE WOODLANDS, TX 77380 | | | Senior Vice President | |

Signatures

| | |
|---|------------|
| Eileen M. Price, AIF for Dennis R. Mathews | 12/14/2006 |
| **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) On May 15, 2006, the Common Stock of TETRA Technologies, Inc. split 2-for-1, resulting in the reporting person's acquisition of 24,402 additional shares of Common Stock.

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.