

TETRA TECH INC

Form 4

May 30, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title below) ____ Other (specify below)

VICE PRESIDENT

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
COMMON STOCK	05/29/2008		M	3,750 A	\$ 21.8 10,210	D	
COMMON STOCK	05/29/2008		S	3,750 D	\$ 26.75 6,460	D	
COMMON STOCK	05/29/2008		M	6,000 A	\$ 19.55 12,460	D	
COMMON STOCK	05/29/2008		S	6,000 D	\$ 26.75 6,460	D	
COMMON STOCK	05/29/2008		M	12,401 A	\$ 15.79 18,861	D	

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
STOCK OPTION	\$ 21.8	05/29/2008		M		3,750		01/16/2002 ⁽¹⁾	01/16/2011	COMMON STOCK	3,750

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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.

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