

SMITH DOUGLAS G
Form 4
December 11, 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 *
SMITH DOUGLAS G

(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)
12/11/2009

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)

SENIOR 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount or Price | | |
| COMMON STOCK | 12/11/2009 | | M | | 2,479 A \$ 15.99 | 44,700 | D |
| COMMON STOCK | 12/11/2009 | | M | | 8,515 A \$ 17.71 | 53,215 | D |
| COMMON STOCK | 12/11/2009 | | M | | 4,625 A \$ 16.98 | 57,840 | D |
| COMMON STOCK | 12/11/2009 | | S | | 8,515 D \$ 26.0738 | 49,325 | D |
| COMMON STOCK | 12/11/2009 | | S | | 4,625 D \$ 26.0738 | 44,700 | D |

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COMMON STOCK 12/11/2009 S 1,479 D \$ 26.1691 43,221 D

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

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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 | \$ 15.99 | 12/11/2009 | | M | 2,479 | 11/23/2006 ⁽¹⁾ 11/23/2015 | COMMON STOCK 2,479 |
| STOCK OPTION | \$ 17.71 | 12/11/2009 | | M | 8,515 | 12/05/2007 ⁽²⁾ 12/05/2014 | COMMON STOCK 8,515 |
| STOCK OPTION | \$ 16.98 | 12/11/2009 | | M | 4,625 | 11/14/2009 ⁽³⁾ 11/14/2016 | COMMON STOCK 4,625 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH DOUGLAS G 3475 EAST FOOTHILL BOULEVARD PASADENA, CA 91107 | | | SENIOR VICE PRESIDENT | |

Signatures

JANIS SALIN for DOUGLAS G. SMITH 12/11/2009

**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) The option was fully vested as of November 23, 2009.
- (2) The option granted on December 5, 2006 is vested as to 75%, remaining vest 25% annually.
- (3) The option granted on November 14, 2008 is vested as to 25%, remaining vest 25% annually.

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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