

KING DAVID W
Form 4
May 07, 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 *
KING DAVID W

(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)
05/06/2008

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)
CHIEF FINANCIAL OFFICER

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 or Price		
COMMON STOCK	05/06/2008		M		600 A \$ 7.94	10,219	D
COMMON STOCK	05/06/2008		S		600 D \$ 23.27	9,619	D
COMMON STOCK	05/06/2008		M		1,200 A \$ 7.94	10,819	D
COMMON STOCK	05/06/2008		S		1,200 D \$ 23.26	9,619	D
COMMON STOCK	05/06/2008		M		2,500 A \$ 7.94	12,119	D

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COMMON STOCK	05/06/2008	S	2,500	D	\$ 23	9,619	D
COMMON STOCK	05/06/2008	M	7,500	A	\$ 7.94	17,119	D
COMMON STOCK	05/06/2008	S	7,500	D	\$ 23.05	9,619	D
COMMON STOCK	05/06/2008	M	3,500	A	\$ 7.94	13,119	D
COMMON STOCK	05/06/2008	S	3,500	D	\$ 23.07	9,619	D
COMMON STOCK	05/06/2008	M	2,700	A	\$ 7.94	12,319	D
COMMON STOCK	05/06/2008	S	2,700	D	\$ 23.08	9,619	D
COMMON STOCK	05/06/2008	M	9,000	A	\$ 7.94	18,619	D
COMMON STOCK	05/06/2008	S	9,000	D	\$ 23.09	9,619	D
COMMON STOCK	05/06/2008	M	4,100	A	\$ 7.94	13,719	D
COMMON STOCK	05/06/2008	S	4,100	D	\$ 23.1	9,619	D
COMMON STOCK	05/06/2008	M	400	A	\$ 7.94	10,019	D
COMMON STOCK	05/06/2008	S	400	D	\$ 23.11	9,619	D
COMMON STOCK	05/06/2008	M	500	A	\$ 7.94	10,119	D
COMMON STOCK	05/06/2008	S	500	D	\$ 23.14	9,619	D
COMMON STOCK	05/06/2008	M	300	A	\$ 7.94	9,919	D
COMMON STOCK	05/06/2008	S	300	D	\$ 23.2	9,619	D
COMMON STOCK	05/06/2008	M	700	A	\$ 7.94	10,319	D
COMMON STOCK	05/06/2008	S	700	D	\$ 23.21	9,619	D
COMMON STOCK	05/06/2008	M	6,800	A	\$ 7.94	16,419	D
	05/06/2008	S	6,800	D		9,619	D

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COMMON STOCK						\$ 23.23		
COMMON STOCK	05/06/2008		M	200	A	\$ 7.94	9,819	D
COMMON STOCK	05/06/2008		S	200	D	\$ 23.25	9,619	D

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

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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	\$ 7.94	05/06/2008		M		600		10/28/2003 ⁽¹⁾	10/28/2012	COMMON STOCK	600
STOCK OPTION	\$ 7.94	05/06/2008		M		1,200		10/28/2003 ⁽¹⁾	10/28/2012	COMMON STOCK	1,200
STOCK OPTION	\$ 7.94	05/06/2008		M		2,500		10/28/2003 ⁽¹⁾	10/28/2012	COMMON STOCK	2,500
STOCK OPTION	\$ 7.94	05/06/2008		M		7,500		10/28/2003 ⁽¹⁾	10/28/2012	COMMON STOCK	7,500
STOCK OPTION	\$ 7.94	05/06/2008		M		3,500		10/28/2003 ⁽¹⁾	10/28/2012	COMMON STOCK	3,500
STOCK OPTION	\$ 7.94	05/06/2008		M		2,700		10/28/2003 ⁽¹⁾	10/28/2012	COMMON STOCK	2,700
STOCK OPTION	\$ 7.94	05/06/2008		M		9,000		10/28/2003 ⁽¹⁾	10/28/2012	COMMON STOCK	9,000
STOCK OPTION	\$ 7.94	05/06/2008		M		4,100		10/28/2003 ⁽¹⁾	10/28/2012	COMMON STOCK	4,100
	\$ 7.94	05/06/2008		M		400		10/28/2003 ⁽¹⁾	10/28/2012		400

STOCK OPTION								COMMON STOCK	
STOCK OPTION	\$ 7.94	05/06/2008	M	500	10/28/2003 ⁽¹⁾	10/28/2012		COMMON STOCK	500
STOCK OPTION	\$ 7.94	05/06/2008	M	300	10/28/2003 ⁽¹⁾	10/28/2012		COMMON STOCK	300
STOCK OPTION	\$ 7.94	05/06/2008	M	700	10/28/2003 ⁽¹⁾	10/28/2012		COMMON STOCK	700
STOCK OPTION	\$ 7.94	05/06/2008	M	6,800	10/28/2003 ⁽¹⁾	10/28/2012		COMMON STOCK	6,800
STOCK OPTION	\$ 7.94	05/06/2008	M	200	10/28/2003 ⁽¹⁾	10/28/2012		COMMON STOCK	200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KING DAVID W 3475 EAST FOOTHILL BOULEVARD PASADENA,, CA 91107			CHIEF FINANCIAL OFFICER	

Signatures

JANIS SALIN for DAVID W.
KING

05/07/2008

**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 October 28, 2006.

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.