## Edgar Filing: TETRA TECH INC - Form 4

TETRA TECH IN	IC									
Form 4										
November 21, 200	)6									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									PPROVAL	
<b>CURIVI 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287	
Check this box									January 31,	
if no longer subject to Section 16. Form 4 or Form 5		MENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: 2005 Estimated average burden hours per response 0.5	
obligations	<b>^</b>	a) of the H	Public U	tility Hol	ding Co		nge Act of 1934, of 1935 or Secti 940			
(Print or Type Respon	ises)									
1. Name and Address of Reporting Person <u>*</u> SMITH DOUGLAS G			2. Issuer Name <b>and</b> Ticker or Trading Symbol TETRA TECH INC [TTEK]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction				(Check all applicable)			
3475 EAST FOOTHILL BOULEVARD			(Month/Day/Year) 11/23/2005				Director       10% Owner         Officer (give title       Other (specify below)         below)       below)         SENIOR VICE PRESIDENT			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
PASADENA, CA	91107						Person	More than One K	eporting	
(City) (S	State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	nsaction Date h/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	-	-	-			
					inforr requi	nation cont red to respo ays a curre	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Ame
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 15.99 11/	/23/2005		А	17,000	11/23/2006 <u>(1)</u>	11/23/2015	COMMON STOCK	
Reporting Owners									
<b>Reporting Owner Name / Address</b>		lress	Director 10% Own	ationships er		Other			
SMITH DOUGLAS G 3475 EAST FOOTHILL BOULEVARD PASADENA, CA 91107									
Signatur	'es								
JANIS SALIN SMITH	N for DOUGLAS	G.	11/21/2006						
	e 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 becomes exercisable as to 25% of the shares on the first anniversary of the grant date, and as to the balance in 36 equal monthly installments following such first anniversary date.

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.