TETRA TECH INC

Form 4

November 16, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

Form 4 or
Form 5
obligations
may continue.

See Instruction

Filed pure Section 176

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

1(b).

COMMON

STOCK

11/16/2010

(Print or Type Responses)

1. Name and Address of Reporting Person * TRULY RICHARD H			2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer			
			TETRA TECH INC [TTEK]						(Check all applicable)			
(Last)	(First)	Middle)	3. Date of Earliest Transaction									
3475 EAST FOOTHILL BOULEVARD			(Month/Day/Year) 11/12/2010						_X_ Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)	lment, Date Original					6. Individual or Joint/Group Filing(Check					
	Filed(Month/Day/Year)						Applicable Line)					
PASADENA,							_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	Table I	- Non-Derivative Securities Acq					uired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)		2. Transaction Date 2A. Dec Month/Day/Year) Execution any (Month)		3. 4. Securities TransactionAcquired (A) o Code Disposed of (D (Instr. 8) (Instr. 3, 4 and (A) or Code V Amount (D)))	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 Beneficial Ownership (Instr. 4)			
COMMON STOCK	11/12/2010			A		1,500	A	\$0	6,300	D		
COMMON STOCK	11/13/2010			D		500	D	\$ 0	5,800	D		

200 (1) A

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

A

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

\$ 0 6,000

D

Edgar Filing: TETRA TECH INC - Form 4

number.

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.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
						Ziterensuore			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TRULY RICHARD H
3475 EAST FOOTHILL BOULEVARD X
PASADENA,, CA 91107

Signatures

JANIS SALIN for RICHARD H. TRULY

11/16/2010

Date

**Signature of Reporting Person

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).
- In accordance with the Executive Compensation Policy, 140% of the installment vested on November 16, 2010 and 200 additional shares were issued to the reporting person.

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.

Reporting Owners 2