

PAGENKOPF JAMES R  
 Form 3  
 November 10, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * Â PAGENKOPF JAMES R (Last) (First) (Middle)  3475 EAST FOOTHILL BOULEVARD (Street)  PASADENA, Â CAÂ 91107 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/09/2009	3. Issuer Name and Ticker or Trading Symbol TETRA TECH INC [TTEK]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SENIOR VICE PRESIDENT	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
COMMON STOCK	35,174	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)  Date Exercisable	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
STOCK OPTION	01/16/2005 <sup>(1)</sup>	01/16/2011	COMMON STOCK	3,750	\$ 21.8	D	Â
STOCK OPTION	09/06/2005 <sup>(2)</sup>	01/15/2012	COMMON STOCK	3,000	\$ 19.55	D	Â
STOCK OPTION	01/20/2005 <sup>(3)</sup>	01/20/2014	COMMON STOCK	1,992	\$ 24.56	D	Â
STOCK OPTION	01/20/2005 <sup>(4)</sup>	01/20/2014	COMMON STOCK	6,008	\$ 24.56	D	Â
STOCK OPTION	03/06/2009 <sup>(5)</sup>	03/06/2014	COMMON STOCK	1,500	\$ 18.07	D	Â
STOCK OPTION	12/05/2008 <sup>(6)</sup>	12/05/2014	COMMON STOCK	4,000	\$ 17.71	D	Â
STOCK OPTION	11/16/2008 <sup>(7)</sup>	11/16/2015	COMMON STOCK	8,000	\$ 23.68	D	Â
STOCK OPTION	11/14/2009 <sup>(8)</sup>	11/14/2016	COMMON STOCK	8,000	\$ 16.98	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAGENKOPF JAMES R 3475 EAST FOOTHILL BOULEVARD PASADENA, CA 91107	Â	Â	Â SENIOR VICE PRESIDENT	Â

## Signatures

JANIS SALIN for JAMES R.  
PAGENKOPF  
11/10/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 on January 16, 2005.
- (2) The option was fully vested on September 6, 2005.
- (3) The option was fully vested on January 20, 2005.
- (4) The option was fully vested on January 20, 2005.
- (5) The option granted on March 6, 2006 is vested as to 75%, remaining vest 25% annually.
- (6) The option granted on December 5, 2006 is vested as to 50%, remaining vest 25% annually.
- (7) The option granted on November 16, 2007 is vested as to 25%, remaining vest 25% annually.

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(8) The option granted on November 14, 2008 becomes exercisable as to 25 % of the shares on each anniversary of the grant date.

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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