

TETRA TECH INC  
Form SC 13G/A  
February 10, 2004

=====

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

-----

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1) \*

-----

Tetra Tech, Inc.

-----

(Name of Issuer)

Common Stock

-----

(Title of Class of Securities)

88162G103

-----

(CUSIP Number)

December 31, 2003

-----

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

-----

\*The remainder of this cover page shall be filled out for a reporting person's  
initial filing on this form with respect to the subject class of securities, and  
for any subsequent amendment containing information which would alter the  
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed  
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of  
1934 ("Act") or otherwise subject to the liabilities of that section of the Act  
but shall be subject to all other provisions of the Act (however, see the  
Notes).

=====

Edgar Filing: TETRA TECH INC - Form SC 13G/A

-----  
CUSIP No. 88162G103  
-----

13G

-----  
Page 2 of 9 Pages  
-----

-----  
1 NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Columbia Wanger Asset Management, L.P. 36-3820584

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

Not Applicable

(a)

(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
NUMBER OF SHARES BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON WITH 5 SOLE VOTING POWER  
None

-----  
OWNED BY EACH REPORTING  
PERSON WITH 6 SHARED VOTING POWER  
2,711,000

-----  
PERSON WITH 7 SOLE DISPOSITIVE POWER  
None

-----  
8 SHARED DISPOSITIVE POWER  
2,711,000

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,711,000

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.987%

Edgar Filing: TETRA TECH INC - Form SC 13G/A

12 TYPE OF REPORTING PERSON

IA

CUSIP No. 88162G103

13G

Page 3 of 9 Pages

1 NAME OF REPORTING PERSON

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

WAM Acquisition GP, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

Not Applicable

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES 5 SOLE VOTING POWER

BENEFICIALLY None

OWNED BY

6 SHARED VOTING POWER

EACH

2,711,000

REPORTING

PERSON WITH

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

2,711,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,711,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

Edgar Filing: TETRA TECH INC - Form SC 13G/A

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.987%

-----  
12 TYPE OF REPORTING PERSON

CO  
-----

Item 1(a) Name of Issuer:

Tetra Tech, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

3475 East Foothill Boulevard  
Pasadena, California 91107

Item 2(a) Name of Person Filing:

Columbia Wanger Asset Management, L.P. ("WAM")  
WAM Acquisition GP, Inc., the general partner of WAM ("WAM GP")

Item 2(b) Address of Principal Business Office:

WAM and WAM GP are both located at:  
  
227 West Monroe Street, Suite 3000  
Chicago, Illinois 60606

Item 2(c) Citizenship:

WAM is a Delaware limited partnership; and WAM GP is a  
Delaware corporation

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

88162G103

Item 3 Type of Person:

(e) WAM is an Investment Adviser registered under section  
203 of the Investment Advisers Act of 1940; WAM GP is  
the General Partner of the Investment Adviser.

Page 4 of 9 pages

Item 4 Ownership (at December 31, 2003):

(a) Amount owned "beneficially" within the meaning of rule  
13d-3:

Edgar Filing: TETRA TECH INC - Form SC 13G/A

2,711,000

(b) Percent of class:

4.987% (based on 54,365,956 shares outstanding as of December 8, 2003).

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: none
- (ii) shared power to vote or to direct the vote:  
2,711,000
- (iii) sole power to dispose or to direct the disposition of: none
- (iv) shared power to dispose or to direct disposition of: 2,711,000

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Page 5 of 9 Pages

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 6 of 9 Pages

Signature

Edgar Filing: TETRA TECH INC - Form SC 13G/A

-----

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2004

The undersigned corporation, on the date above written, agrees and consents to the joint filing on its behalf of this Schedule 13G in connection with its beneficial ownership of the security reported herein.

WAM Acquisition GP, Inc.  
for itself and as general partner of  
COLUMBIA WANGER ASSET MANAGEMENT, L.P.

By: /s/ Bruce H. Lauer

-----  
Bruce H. Lauer  
Senior Vice President and  
Secretary

Page 7 of 9 Pages

Exhibit Index

-----

Exhibit 1      Joint Filing Agreement dated as of February 10, 2004 by and among Columbia Wanger Asset Management, L.P. and WAM Acquisition GP, Inc.

Page 8 of 9 Pages

EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned hereby agree to the joint filing of the Schedule 13G to which this Agreement is attached.

Dated: February 10, 2004

WAM Acquisition GP, Inc.  
for itself and as general partner of  
COLUMBIA WANGER ASSET MANAGEMENT, L.P.

By: /s/ Bruce H. Lauer

-----

Edgar Filing: TETRA TECH INC - Form SC 13G/A

Bruce H. Lauer  
Senior Vice President and  
Secretary

Page 9 of 9 pages