PAGENKOPF JAMES R Form 3 November 10, 2009 FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement TETRA TECH INC [TTEK] PAGENKOPF JAMES R (Month/Day/Year) 11/09/2009 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 3475 EAST FOOTHILL (Check all applicable) BOULEVARD (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting SENIOR VICE PRESIDENT Person PASADENA, CAÂ 91107 Form filed by More than One Reporting Person (City) (State) (Zip) **Table I - Non-Derivative Securities Beneficially Owned** 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities 3. Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â COMMON STOCK D 35,174 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. 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 number.

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

I. Title of Derivative2. Date Exercisable andSecurityExpiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership	
(1150.4)	Date Exercisable	(Instr. 4)	Price of		(Instr. 5)	
		Title	Derivative Security	Security: Direct (D)	. ,	

3235-0104

January 31,

2005

0.5

Number:

Expires:

response...

Estimated average burden hours per

Edgar Filing: PAGENKOPF JAMES R - Form 3

		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
STOCK OPTION	01/16/2005(1)	01/16/2011	COMMON STOCK	3,750	\$ 21.8	D	Â
STOCK OPTION	09/06/2005(2)	01/15/2012	COMMON STOCK	3,000	\$ 19.55	D	Â
STOCK OPTION	01/20/2005(3)	01/20/2014	COMMON STOCK	1,992	\$ 24.56	D	Â
STOCK OPTION	01/20/2005(4)	01/20/2014	COMMON STOCK	6,008	\$ 24.56	D	Â
STOCK OPTION	03/06/2009(5)	03/06/2014	COMMON STOCK	1,500	\$ 18.07	D	Â
STOCK OPTION	12/05/2008 <u>(6)</u>	12/05/2014	COMMON STOCK	4,000	\$ 17.71	D	Â
STOCK OPTION	11/16/2008(7)	11/16/2015	COMMON STOCK	8,000	\$ 23.68	D	Â
STOCK OPTION	11/14/2009(8)	11/14/2016	COMMON STOCK	8,000	\$ 16.98	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
PAGENKOPF JAMES R 3475 EAST FOOTHILL BOULEVARD PASADENA, CA 91107	Â	Â	SENIOR VICE PRESIDENT	Â	
Signatures					
JANIS SALIN for JAMES R. PAGENKOPF	1	1/10/2009			
<u>**</u> 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.

Edgar Filing: PAGENKOPF JAMES R - Form 3

(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. 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.