

TETRA TECH INC  
Form 4  
February 28, 2006

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
**WALSH MARK A**

(Last) (First) (Middle)  
**3475 EAST FOOTHILL BOULEVARD**  
(Street)

**PASADENA,, CA 91107**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TETRA TECH INC [TTEK]**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/27/2006**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

**SENIOR VICE PRESIDENT**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON STOCK	02/27/2006		M		977	D	\$ 18.139
COMMON STOCK	02/27/2006		M		3,750	D	\$ 18.139
COMMON STOCK	02/27/2006		M		1,696	D	\$ 18.139
COMMON STOCK	02/27/2006		M		13,721	D	\$ 18.139
COMMON STOCK	02/27/2006		M		167	D	\$ 18.139

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COMMON STOCK      02/27/2006      M      5,833      D      \$ 18.139      583      D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
STOCK OPTION	\$ 10.048	02/27/2006		M		977		01/12/1999	01/12/2008	COMMON STOCK	977
STOCK OPTION	\$ 8.725	02/27/2006		M		3,750		11/15/2000	11/15/2009	COMMON STOCK	3,750
STOCK OPTION	\$ 12.84	02/27/2006		M		1,696		12/23/2003	12/23/2012	COMMON STOCK	1,696
STOCK OPTION	\$ 12.84	02/27/2006		M		13,721		12/23/2003	12/23/2012	COMMON STOCK	13,721
STOCK OPTION	\$ 11.8	02/27/2006		M		167		01/20/2004	01/20/2013	COMMON STOCK	167
STOCK OPTION	\$ 11.8	02/27/2006		M		5,833		01/20/2004	01/20/2013	COMMON STOCK	5,833

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALSH MARK A 3475 EAST FOOTHILL BOULEVARD PASADENA,, CA 91107			SENIOR VICE PRESIDENT	

## Signatures

JANIS SALIN for MARK A.  
WALSH

02/28/2006

\_\_Signature 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).

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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