PAGENKOPF JAMES R

Form 5

October 07, 2010

OMB APPROVAL FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box if

Number: January 31, Expires: 2005

3235-0362

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

OMB

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4 Transactions Reported

30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer PAGENKOPF JAMES R Symbol TETRA TECH INC [TTEK] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner X _ Officer (give title 10/03/2010 Other (specify below) below) 3475 EAST FOOTHILL SENIOR VICE PRESIDENT **BOULEVARD** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) PASADENA,, CAÂ 91107 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount 7. Nature Security (Month/Day/Year) Execution Date, if Transaction or Disposed of (D) of Securities Ownership of Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned at Direct (D) Ownership (Instr. 8) end of or Indirect (Instr. 4) Issuer's (I) Fiscal Year (Instr. 4)

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

12/31/2009

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COMMON

STOCK

Persons who respond to the collection of information

Price

23.0945

(A)

(D)

Amount

216 (1) A

SEC 2270 contained in this form are not required to respond unless (9-02)the form displays a currently valid OMB control number.

(Instr. 3 and

38,690

D

4)

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1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)		4. Transaction Code	5. Number of	6. Date Exerc Expiration Do (Month/Day/	ate	7. Title Amou	nt of	8. Price of Derivative Security	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e	- 3,	Securi	, ,	(Instr. 5)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

of D

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

PAGENKOPF JAMES R 3475 EAST FOOTHILL BOULEVARD Â Â Â SENIOR VICE PRESIDENT Â PASADENA,, CAÂ 91107

Signatures

JANIS SALIN for JAMES R. PAGENKOOPF 10/07/2010

**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).
- (1) Consists of 216 shares acquired under the Tetra Tech, Inc. Employee Stock Purchase Plan (an exempt transaction under Rule 16b-3(c)). Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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