#### SHOEMAKER LESLIE L

Form 3

November 18, 2008

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

**OMB APPROVAL** 

**OMB** Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

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] À SHOEMAKER LESLIE L (Month/Day/Year) 11/10/2008 (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 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 Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â **COMMON STOCK** 9,216 D 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	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of
Security	Expiration Date	Securities Underlying	Conversion	Ownership	Indirect Beneficial
(Instr. 4)	(Month/Day/Year)	Derivative Security	or Exercise	or Exercise Form of Ow	Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)
	Date Exercisable	Title	Derivative	Security:	
			Security	Direct (D)	

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
STOCK OPTION	01/18/2003(1)	01/18/2009	COMMON STOCK	2,969	\$ 15.6	D	Â
STOCK OPTION	11/15/2003(1)	11/15/2009	COMMON STOCK	1,813	\$ 8.725	D	Â
STOCK OPTION	01/16/2005(1)	01/16/2011	COMMON STOCK	1,000	\$ 21.8	D	Â
STOCK OPTION	09/06/2005(1)	01/15/2012	COMMON STOCK	950	\$ 19.55	D	Â
STOCK OPTION	01/20/2007(1)	01/20/2013	COMMON STOCK	1,250	\$ 11.8	D	Â
STOCK OPTION	09/06/2005(1)	01/20/2014	COMMON STOCK	3,495	\$ 24.56	D	Â
STOCK OPTION	09/06/2005(1)	01/20/2014	COMMON STOCK	505	\$ 24.56	D	Â
STOCK OPTION	10/18/2008(2)	01/18/2015	COMMON STOCK	900	\$ 15.79	D	Â
STOCK OPTION	03/06/2008(3)	03/06/2014	COMMON STOCK	5,000	\$ 18.07	D	Â
STOCK OPTION	12/05/2007(4)	12/05/2014	COMMON STOCK	4,000	\$ 17.71	D	Â
STOCK OPTION	04/30/2008(5)	04/30/2015	COMMON STOCK	2,500	\$ 20.82	D	Â
STOCK OPTION	11/16/2008(6)	11/16/2015	COMMON STOCK	5,000	\$ 23.68	D	Â

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
SHOEMAKER LESLIE L 3475 EAST FOOTHILL BOULEVARD PASADENA, CA 91107	Â	Â	VICE PRESIDENT	Â	

# **Signatures**

Janis B. Salin for Leslie L.
Shoemaker

\*\*Signature of Reporting Person

Date

Reporting Owners 2

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### **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) Fully vested.
- (2) The option granted on January 18, 2005 vests monthly and will be fully vested on January 18, 2009.
- (3) The option granted on March 6, 2006 is vested as to 50%, remaining vest 25% annually.
- (4) The option granted on December 5, 2006 is vested as to 25%, remaining vest 25 % annually.
- (5) The option granted on April 30, 2007 is vested as to 25%, remaining vest 25% annually.
- (6) The option 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.