

MATHEWS DENNIS
Form 4
September 16, 2005

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MATHEWS DENNIS

2. Issuer Name **and** Ticker or Trading
Symbol
TETRA TECHNOLOGIES INC
[TTI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
25025 INTERSTATE 45
NORTH, SUITE 600
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/14/2005

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Senior Vice President

THE WOODLANDS, TX 77380

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

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

(City) (State) (Zip)

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	09/14/2005		M		18,800	A	\$ 11.1111	48,782	D
Common Stock	09/14/2005		S		200	D	\$ 29.78	48,582	D
Common Stock	09/14/2005		S		100	D	\$ 29.73	48,482	D
Common Stock	09/14/2005		S		1,100	D	\$ 29.7	47,382	D
Common Stock	09/14/2005		S		4,600	D	\$ 29.69	42,782	D

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Common Stock	09/14/2005	S	600	D	\$ 29.66	42,182	D	
Common Stock	09/14/2005	S	1,000	D	\$ 29.64	41,182	D	
Common Stock	09/14/2005	S	200	D	\$ 29.63	40,982	D	
Common Stock	09/14/2005	S	100	D	\$ 29.56	40,882	D	
Common Stock	09/14/2005	S	10,900	D	\$ 29.5	29,982	D	
Common Stock						3,589	I	by 401(k) Plan

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

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SEC 1474
(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
Employee Stock Option (right to buy)	\$ 11.1111	09/14/2005		M		18,800		03/09/2004	03/09/2007	Common Stock	18,800

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MATHEWS DENNIS 25025 INTERSTATE 45 NORTH SUITE 600	Senior Vice President

THE WOODLANDS, TX 77380

Signatures

Eileen M. Price, AIF for Dennis R.
Mathews

09/16/2005

 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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