

TETRA TECHNOLOGIES INC
 Form 4
 March 31, 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 *
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)
 03/30/2006

____ Director _____ 10% Owner
 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)
 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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	03/30/2006		M			22,641	A	\$ 11.1111	44,123	D	
Common Stock	03/30/2006		M			22,500	A	\$ 11.1111	66,623	D	
Common Stock	03/30/2006		M			11,251	A	\$ 8.68	77,874	D	
Common Stock	03/30/2006		S			200	D	\$ 47.56	77,674	D	
Common Stock	03/30/2006		S			200	D	\$ 47.55	77,474	D	

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Common Stock	03/30/2006	S	400	D	\$ 47.52	77,074	D
Common Stock	03/30/2006	S	1,200	D	\$ 47.51	75,874	D
Common Stock	03/30/2006	S	3,700	D	\$ 47.5	72,174	D
Common Stock	03/30/2006	S	1,600	D	\$ 47.49	70,574	D
Common Stock	03/30/2006	S	500	D	\$ 47.48	70,074	D
Common Stock	03/30/2006	S	900	D	\$ 47.47	69,174	D
Common Stock	03/30/2006	S	7,100	D	\$ 47.46	62,074	D
Common Stock	03/30/2006	S	7,400	D	\$ 47.45	54,674	D
Common Stock	03/30/2006	S	1,592	D	\$ 47.44	53,082	D
Common Stock	03/30/2006	S	1,000	D	\$ 47.43	52,082	D
Common Stock	03/30/2006	S	1,300	D	\$ 47.42	50,782	D
Common Stock	03/30/2006	S	500	D	\$ 47.41	50,282	D
Common Stock	03/30/2006	S	5,100	D	\$ 47.4	45,182	D
Common Stock	03/30/2006	S	1,400	D	\$ 47.39	43,782	D
Common Stock	03/30/2006	S	200	D	\$ 47.38	43,582	D
Common Stock	03/30/2006	S	100	D	\$ 47.37	43,482	D
Common Stock	03/30/2006	S	900	D	\$ 47.35	42,582	D
Common Stock	03/30/2006	S	300	D	\$ 47.33	42,282	D
Common Stock	03/30/2006	S	1,000	D	\$ 47.32	41,282	D
Common Stock	03/30/2006	S	100	D	\$ 47.31	41,182	D
	03/30/2006	S	300	D	\$ 47.28	40,882	D

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Common Stock								
Common Stock	03/30/2006		S	900	D	\$ 47.25	39,982	D
Common Stock	03/30/2006		S	200	D	\$ 47.22	39,782	D
Common Stock	03/30/2006		S	300	D	\$ 47.2	39,482	D
Common Stock	03/30/2006		S	400	D	\$ 47.19	39,082	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
Employee Stock Option (right to buy)	\$ 11.1111	03/30/2006		M	22,641	08/15/2005 08/15/2008	Common Stock	22,641	
Employee Stock Option (right to buy)	\$ 11.1111	03/30/2006		M	22,500	08/15/2005 08/15/2008	Common Stock	22,500	
Employee Stock Option (right to buy)	\$ 8.68	03/30/2006		M	11,251	09/24/2004 09/24/2007	Common Stock	11,251	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHEWS DENNIS 25025 INTERSTATE 45 NORTH SUITE 600 THE WOODLANDS, TX 77380			Senior Vice President	

Signatures

Eileen M. Price, AIF for Dennis R. Mathews	03/31/2006
**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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