WHITE KENNETH E JR

Form 5

February 11, 2003

_ Check this box if no

Form 4 or Form 5

See Instruction 1(b).

_ Form 3 Holdings

Form 4 Transactions

Reported

Reported

FORM 5

longer subject to Section 16.

obligations may continue.

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

OMB APPROVAL

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and A White, Kenne	ddress of Report	2. Issuer Nan TETRA Tec			6. Relationship Person(s) to Issuer (Check	1 6				
(Last) (First) (Middle)						Mont	ntement for h/Year mber 31, 2002	X Director 10% Owner Officer (give title below) Other (specify below)		
The Woodland	(Street) ds, TX 77380				Date	Amendment, of Original tth/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(Cit	y) (State) (Zip)	Table	I Non-De	rivative	oosed of, or Beneficially Owned				
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	or		osed of & 5) (A)	(D)	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

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

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FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g., puts, calls, warrants, options, convertible securities)

-			,	g, pus,			/ 1 /	/				
ľ	1. Title of	2. Conver-	3. Trans-	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number	10.	11. Nature
þ	Derivative	sion or	action	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	of	Owner-	of Indirect
	Security	Exercise	Date	Execution	action	of	Date	Underlying	Security	Derivative	ship	Beneficial
ı		Price of		Date,	Code	Derivative	(Month/Day/	Securities	(Instr. 5)	Securities	Form	Ownership
((Instr. 3)	Derivative	(Month/	if any		Securities	Year)	(Instr. 3 & 4)		Beneficially	of Deriv-	(Instr. 4)
ı		Security	Day/	(Month/	(Instr.	Acquired				Owned	ative	
ı		_	Year)	Day/	8)	(A) or				at End of	Security:	
ı				Year)		Disposed				Year	Direct	
ı						of (D)				(Instr. 4)	(D)	
										()	or	
I												

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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				(Instr. 4 & 5)							Indirect (I)	
				(A)		Expira-	Title	Amount			(Instr. 4)	
					Exer-cisable	tion		or				
						Date		Number				
								of				
								Shares				
Director's	\$24.00	6/4/2002	A	6,000	12/4/2002	6/4/2007	Common	6,000		6,000	D	
Stock							Stock					
Option												
(right to												
buy)												

Explanation of Responses:

valid OMB Number.

By: /s/ Eileen M. Price, Attorney-in-fact
For: Kenneth E. White, Jr.

2/11/03

Date

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).