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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 10-Q/A  
Amendment No. 1**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED **JUNE 30, 2008**

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

COMMISSION FILE NUMBER 1-13455

**TETRA Technologies, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State of incorporation)

**74-2148293**

(I.R.S. Employer Identification No.)

**25025 Interstate 45 North, Suite 600**

**The Woodlands, Texas**

(Address of principal executive offices)

**77380**

(zip code)

**(281) 367-1983**

(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of August 1, 2008, there were 74,798,021 shares outstanding of the Company's Common Stock, \$.01 par value per share.

## **EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-Q/A to the Quarterly Report on Form 10-Q of TETRA Technologies, Inc. (the "Company") for the quarterly period ended June 30, 2008, as originally filed by the Company with the Securities and Exchange Commission on August 11, 2008 (the "Original Form 10-Q"), is being filed to (i) amend Item 5 of Part II of the Original Form 10-Q to include information concerning an amendment to a material compensatory arrangement with the Company's chief executive officer that was required to be disclosed in a Current Report on Form 8-K during the period covered by the Original Form 10-Q, but which was not reported on Form 8-K during that period, and (ii) amend Item 6 of Part II of the Original Form 10-Q to update Exhibits 31.1 and 31.2.

Except as described above, no other changes have been made to the Original Form 10-Q. This Amendment No. 1 does not update any other disclosures to reflect developments since the original date of filing.

**PART II  
OTHER INFORMATION**

**Item 5. Other Information.**

On June 13, 2008 the Management and Compensation Committee of our Board of Directors restored the annual salary of Geoffrey M. Hertel, our President & Chief Executive Officer, from \$250,000 to his original salary of \$500,000 annually. This increase was effective beginning June 21, 2008. As previously disclosed, effective October 27, 2007, the Management and Compensation Committee of our Board of Directors, at Mr. Hertel's request, decreased his annual salary by 50% to \$250,000 in support of certain cost cutting initiatives adopted by the Company.

We have no written employment contract with Mr. Hertel which guarantees Mr. Hertel's term of employment, salary or other incentives, all of which are entirely at the discretion of our Board of Directors. Mr. Hertel previously entered into an agreement with us, in a form substantially similar to that executed by all of our employees, which evidences the at-will nature of his employment.

**Item 6. Exhibits.**

Exhibits:

- 31.1\* Certification Pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2\* Certification Pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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\* Filed with this report.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**TETRA Technologies, Inc.**

Date: February 19, 2009

By: /s/Geoffrey M. Hertel  
Geoffrey M. Hertel  
President  
Chief Executive Officer

## EXHIBIT INDEX

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- 31.2\* Certification Pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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\* Filed with this report.

**Certification Pursuant to  
Rule 13a-14(a) or 15d-14(a) of the Exchange Act  
As Adopted Pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Geoffrey M. Hertel, certify that:

1. I have reviewed this Amendment No. 1 on Form 10-Q/A to the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2008 of TETRA Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: February 19, 2009

/s/Geoffrey M. Hertel  
Geoffrey M. Hertel  
President and  
Chief Executive Officer

**Certification Pursuant to  
Rule 13a-14(a) or 15d-14(a) of the Exchange Act  
As Adopted Pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Joseph M. Abell, certify that:

1. I have reviewed this Amendment No. 1 on Form 10-Q/A to the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2008 of TETRA Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: February 19, 2009

/s/Joseph M. Abell  
Joseph M. Abell  
Senior Vice President and  
Chief Financial Officer