COBB BRUCE A Form 4 February 11, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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OMB APPROVAL

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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

| Name and Address of Reporting Person* Cobb, Bruce A. | | | | | ame and Ticechnologies | | Pe to | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---|-----------------------|----------------------------------|-------------------------------|-------------|--|------------------|----------|---|----------------|--|----------------------------------|--|--|
| (Last) (First) (Middle) 25025 I-45 North | | | | ortin | entification g Person, (voluntary) | | | atement for hth/Day/Year d/03 | 1(X | Director | | | |
| | | | | | | | | | | ice President reasurer | <u>- Finance,</u> | | |
| (Street) | | | | | | | Date | 5. If Amendment, Date of Original (Month/Day/Year) | | 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting | | | |
| The Woodlands | , TX 77380 | | | | | | (IVIO | mm/Day/Tear) | Pe | erson | y More than One | | |
| (City) | (State) | (Zip) | 7 | Fabl | e I Non-l | Derivat | ive Secu | rities Acquired, I | Dispose | d of, or Bene | eficially Owned | | |
| 1. Title of Security (Instr. 3) | | 2A. Deemed Execution Date, | 3. Transaction C (Instr. 8 | Code | 4. Securition or Dispose (Instr. 3, 4 | d of (D |) | 5. Amount of Securities Beneficially | | 6. Owner- ship Form: Direct (D) | 7. Nature of Indirect Beneficial | | |
| | (Month/ Day/ Year) | if any (Month/Day/ Year) | Code | V | Amount | (A) or (D) | THEC | Owned Following Reported Transactions(s) (Instr. 3 & 4) | | or Indirect (I (Instr. 4) | Ownership (Instr. 4) | | |
| Common Stock | 2/10/03 | | M | | 585 | A | \$6.875 | | 585 | D | | | |
| Common Stock | 2/10/03 | | S | | 585 | D | \$20.43 | | 0 | D | | | |
| Common Stock | | | | | | | | | 1,437 | I | by 401(k) Plan | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially

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

| 1. Title o | f 2. Conver- | 3. | 3A. | 4. | 5. | 6. Date Exercisable | 7. Title and | 8. Price of | 9. Number of | 10. | 11. Nature |
|------------|--------------|--------|--------|--------|--------|---------------------|--------------|-------------|--------------|--------|-------------|
| Derivati | e sion or | Trans- | Deemed | Trans- | Number | and Expiration | Amount of | Derivative | Derivative | Owner- | of Indirect |

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

| Security (Instr. 3) | Exercise Price of Derivative Security | Date (Month/ Day/ | if any (Month/ | action Code (Instr. 8) | Sec Acc (A) | rivati curitic quire or pose D) | | • • | | (Instr. 5) | Beneficially Owned Following Reported Transaction(s) (Instr. 4) | | Beneficial Ownership (Instr. 4) | |
|--|--|-------------------------|-------------------|---------------------------------|-------------------|--|---------|-------------------------|-----------------|--|--|---|---------------------------------------|--|
| | | | | Code V | (A) | | | Expira- tion Date | | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | \$6.875 | 2/10/03 | | M | | 585 | 2/17/94 | | Common Stock | 585 | | 0 | D | |

Explanation of Responses:

By: /s/ Eileen M. Price, Attorney-in-fact For: Bruce A. Cobb **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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Bass C. Wallace, Jr., and Eileen M. Price, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of TETRA Technologies, Inc.(the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary of desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or

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

amendments thereto, and file such form with the United States Securities and Exchange Commission

and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the

opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally requi

by, the undersigned, it being understood that the documents executed by such attorney-in-fact on

behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall cont

such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discret

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and pe

any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise

any of the rights and powers herein granted, as fully to all intents and purposes as the undersign

might or could do if personally present, with full power of substitution or revocation, hereby

ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or

substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the ri

and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact,

in serving in such capacity at the request of the undersigned, are not assuming, nor is the Compa

assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities

Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer

required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions

securities issued by the Company, unless earlier revoked by the undersigned in a signed writing

delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of

this 13 day of October, 2002.

Signature: /s/Bruce A. Cobb

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Print Name: Bruce A. Cobb