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

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**FORM 8-K**

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

Date of report (date of earliest event reported): **May 18, 2010**

**TETRA Technologies, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-13455**  
(Commission File Number)

**74-2148293**  
(IRS Employer  
Identification No.)

**24955 Interstate 45 North**  
**The Woodlands, Texas 77380**  
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: **(281) 367-1983**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- [ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - [ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - [ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - [ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On May 18, 2010, the Management and Compensation Committee (the “Committee”) of the Board of Directors of TETRA Technologies, Inc. (the “Company”) approved performance measures and performance goals applicable to long-term incentive awards to be granted pursuant to the TETRA Technologies, Inc. Cash Incentive Compensation Plan (the “CIC Plan”). The performance period for these long-term incentive awards will be a three (3) year period commencing on January 1, 2010 and ending on December 31, 2012. The performance measures for these long-term incentive awards will be (i) total stockholder return relative to a peer group, and (ii) average return on net capital employed, each of which will constitute 50% of the long-term incentive award opportunity available to participants. For each long-term incentive award, a threshold, target, stretch and over achievement performance goal has been established for each performance measure and the amount of the award payment that may be received by a participant will be based upon such performance goals.

The following table sets forth the long-term incentive award opportunity that may be earned by each of the Company’s named executive officers as identified in its 2010 proxy statement:

	<u>Threshold Award Opportunity</u>	<u>Target Award Opportunity</u>	<u>Stretch Award Opportunity</u>	<u>Over Achievement Award Opportunity</u>
Stuart M. Brightman, President & CEO	\$39,999	\$199,997	\$319,995	\$399,994
Joseph M. Abell III, Sr. Vice President & CFO	\$14,573	\$72,865	\$116,584	\$145,730
Edwin H. Goldman, Sr. Vice President	\$13,039	\$65,195	\$104,312	\$130,390
Philip N. Longorio, Sr. Vice President	\$15,720	\$78,601	\$125,762	\$157,202
Bass C. Wallace, Jr., General Counsel & Secretary	\$13,039	\$65,195	\$104,312	\$130,390

Any payments of such long-term incentive awards is at the discretion of the Committee.

## **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 hereunto duly authorized.

### **TETRA Technologies, Inc.**

By: /s/Stuart M. Brightman  
Stuart M. Brightman  
President & Chief Executive Officer

Date: May 24, 2010