

TETRA TECH INC
Form 4
November 20, 2012

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 *
BATRACK DAN L

(Last) (First) (Middle)
3475 EAST FOOTHILL BOULEVARD
(Street)

PASADENA,, CA 91107

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TETRA TECH INC [TTEK]

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CHIEF EXECUTIVE OFFICER

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
COMMON STOCK	11/16/2012		A		1,666 (1) \$ 0	D	
COMMON STOCK	11/16/2012		A		37,000 \$ 0	D	
COMMON STOCK	11/16/2012		F		4,255 (2) \$ 24.26	D	
COMMON STOCK	11/16/2012		F		4,668 (3) \$ 24.26	D	
COMMON STOCK	11/16/2012		F		3,668 (4) \$ 24.26	D	

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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 Underlying (Instr. 3 and 4)
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 24.26	11/16/2012		A	102,500 (5)	11/16/2013 11/16/2020	COMMON STOCK
RESTRICTED STOCK UNITS	\$ 0 (7)	11/16/2012		A	18,500	11/16/2012(6) 11/16/2016	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BATRACK DAN L 3475 EAST FOOTHILL BOULEVARD PASADENA,, CA 91107	X		CHIEF EXECUTIVE OFFICER	

Signatures

JANIS SALIN for DAN L.
BATRACK
11/17/2012

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).
- (1) In accordance with the Executive Compensation Policy, 120% of the installment vested on November 16, 2012 and 1,666 additional shares were issued to the reporting person.
- (2) On November 16, 2012, 10,000 shares of restricted stock granted in November 2011 vested. Of the 10,000 vested shares, 4,255 shares were withheld to pay the related tax liability.

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- (3) On November 16, 2012, 8,333 shares of restricted stock granted in November 2010 vested. Of the 8,333 vested shares, 4,668 shares were withheld to pay the related tax liability.
- (4) On November 16, 2012, 10,000 shares of restricted stock granted in November 2009 vested. Of the 10,000 vested shares, 3,668 shares were withheld to pay the related tax liability.
- (5) The option becomes exercisable as to 25% of the shares on each anniversary of the grant date.
- (6) The restricted stock units vest in four equal annual installments beginning November 16, 2013.
- (7) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.

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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