

SMITH DOUGLAS G
Form 4
August 16, 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 *
SMITH DOUGLAS G

(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)
08/14/2012

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)
EXECUTIVE VICE PRESIDENT

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| COMMON STOCK | 08/14/2012 | | M | A | \$ 17.71 | 49,071 | D |
| COMMON STOCK | 08/14/2012 | | M | A | \$ 23.48 | 54,179 | D |
| COMMON STOCK | 08/14/2012 | | M | A | \$ 16.98 | 63,429 | D |
| COMMON STOCK | 08/14/2012 | | S | D | \$ 26.623 | 56,944 | D |
| COMMON STOCK | 08/14/2012 | | S | D | \$ 26.623 | 51,836 | D |

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| | | | | | | | |
|-----------------------------|------------|---|--------|---|------------|--------|---|
| COMMON STOCK | 08/14/2012 | S | 9,250 | D | \$ 26.623 | 42,586 | D |
| COMMON STOCK ⁽¹⁾ | 08/14/2012 | S | 13,136 | D | \$ 26.623 | 29,450 | D |
| COMMON STOCK | 08/15/2012 | M | 21,400 | A | \$ 23.68 | 50,850 | D |
| COMMON STOCK | 08/15/2012 | S | 21,400 | D | \$ 26.5139 | 29,450 | D |

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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) ⁽¹⁾ | \$ 17.71 | 08/14/2012 | | M | 6,485 | 12/05/2007 12/05/2014 ⁽²⁾ | Common Stock | 6,485 |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | \$ 23.48 | 08/14/2012 | | M | 5,108 | 11/12/2011 11/12/2018 ⁽³⁾ | Common Stock | 5,108 |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | \$ 16.98 | 08/14/2012 | | M | 9,250 | 11/14/2009 11/14/2016 ⁽⁴⁾ | Common Stock | 9,250 |
| Employee Stock Option | \$ 23.68 | 08/15/2012 | | M | 21,400 | 11/16/2008 11/16/2015 ⁽⁵⁾ | Common Stock | 21,400 |

(Right to Buy) (1)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH DOUGLAS G 3475 EAST FOOTHILL BOULEVARD PASADENA, CA 91107 | | | EXECUTIVE VICE PRESIDENT | |

Signatures

JANIS SALIN for DOUGLAS G.
SMITH 08/15/2012

 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) Pursuant to a 10b5-1 Plan.
- (2) The option was fully vested on December 5, 2010.
- (3) The option was fully vested on November 12, 2011.
- (4) The option was fully vested on November 14, 2011.
- (5) The option was fully vested on November 16, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.