SMITH DOUGLAS G

Form 4

September 07, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

Synings: January 31,

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0.5

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of SMITH DOUGLA		2. Issuer Name and Ticker or Trading Symbol TETRA TECH INC [TTEK]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (Fi	irst) (Middle)	3. Date of Earliest Transaction	(Check all applicable)		
3475 EAST FOOT BOULEVARD	THILL	(Month/Day/Year) 09/06/2012	Director 10% Owner X Officer (give title Other (specify below) EXECUTIVE VICE PRESIDENT		
(St	reet)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person		
PASADENA, CA	91107		Form filed by More than One Reporting Person		

(City)	(State) (2	Table	I - Non-Do	erivative S	ecurit	ies Acquire	d, Disposed of, o	r 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. Securiti our Dispose (Instr. 3, 4)	ed of (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)
COMMON STOCK	09/06/2012		M	12,160	A	\$ 25.55	41,610	D	
COMMON STOCK	09/06/2012		S	12,160	D	\$ 27.2061	29,450	D	

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

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SEC 1474

(9-02)

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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. Transactic Code (Instr. 8)	5. Number of ionDerivative 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 Underlying Securition (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy) (1)	\$ 25.55	09/06/2012		M		12,160	11/13/2010	11/13/2017(2)	Common Stock	12,1

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

09/07/2012

**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 November 13, 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.

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