

SMITH DOUGLAS G
Form 4
August 16, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title below) ____ Other (specify below)

EXECUTIVE VICE PRESIDENT

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
COMMON STOCK	08/14/2012		M	6,485	A \$ 17.71 49,071	D	
COMMON STOCK	08/14/2012		M	5,108	A \$ 23.48 54,179	D	
COMMON STOCK	08/14/2012		M	9,250	A \$ 16.98 63.429	D	
COMMON STOCK	08/14/2012		S	6,485	D \$ 26.623 56,944	D	
COMMON STOCK	08/14/2012		S	5,108	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 Securities (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

