

CHU RONALD J
Form 4
November 20, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
CHU RONALD J

(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)
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)
			Code	V	Amount (D) Price		
COMMON STOCK	11/16/2012		A		439 ⁽¹⁾ A \$ 0 20,678	D	
COMMON STOCK	11/16/2012		A		8,350 D \$ 0 29,028	D	
COMMON STOCK	11/16/2012		F		1,016 ⁽²⁾ D \$ 24.26 28,012	D	
COMMON STOCK	11/16/2012		F		1,460 ⁽³⁾ D \$ 24.26 26,552	D	
COMMON STOCK	11/16/2012		F		823 ⁽⁴⁾ D \$ 24.26 25,729	D	

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- (2) On November 16, 2012, 2,423 shares of restricted stock granted in November 2011 vested. Of the 2,423 vested shares, 1,016 shares were withheld to pay the related tax liability.
- (3) On November 16, 2012, 2,197 shares of restricted stock granted in November 2011 vested. Of the 2,197 vested shares, 1,460 shares were withheld to pay the related tax liability.
- (4) On November 16, 2012, 1,961 shares of restricted stock granted in November 2011 vested. Of the 1,961 vested shares, 823 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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (7) The restricted stock units vest in four equal annual installments beginning November 16, 2013.

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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