TETRA TECH INC

Form 4

February 07, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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Check this box

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

See Instruction 1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LEWIS J CHRISTOPHER Issuer Symbol TETRA TECH INC [TTEK] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title 3475 EAST FOOTHILL 02/06/2012 below) **BOULEVARD** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

PASADENA,, CA 91107

(State)

(Zip)

Form filed by More than One Reporting

X Form filed by One Reporting Person

Applicable Line)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

						1	.,,		
1.Title of	2. Transaction Date		3.			cquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code	ode (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	,	
COMMON				1 11110 4111	(2)	11100			
STOCK	02/06/2012		M	5,960	A	\$ 18.1	42,078	D	
COMMON STOCK	02/06/2012		S	5,080	D	\$ 24.6467	36,998	D	

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisab	le and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof Derivative	Expiration Date		Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year	;)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			
	Derivative				(A) or			
	Security				Disposed of			
					(D)			
					(Instr. 3, 4,			
					and 5)			
								P
						Date Exercisable	Expiration	Title N
						Date Excressable	Date	Title 1
				Code V	(A) (D)			\$
EMPLOYEE								
		0010610010			= 0.60	0.0 (4.0 (0.0 0.0 (1))	0010010010	COMMON
STOCK	\$ 18.1	02/06/2012		M	5,960	02/19/2003(1)	02/20/2012	STOCK
OPTION								brock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LEWIS J CHRISTOPHER

3475 EAST FOOTHILL BOULEVARD X
PASADENA,, CA 91107

Signatures

JANIS SALIN for J. CHRISTOPHER LEWIS

02/07/2012

**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) The option was fully vested as of February 19, 2003.

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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