#### LEMMON RICHARD A

Form 4

March 13, 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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* LEMMON RICHARD A

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

TETRA TECH INC [TTEK]

3. Date of Earliest Transaction (Month/Day/Year)

3475 EAST FOOTHILL **BOULEVARD** 

03/09/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

(Check all applicable)

Director 10% Owner Other (specify \_X\_\_ Officer (give title below)

SENIOR 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

#### PASADENA,, CA 91107

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative s	Securi	ities Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed  Month/Day/Year)  Execution Date, if any (Month/Day/Year)			ities A sed of 4 and (A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
COMMON	12/30/2011		Code V	Amount 272 (1)	. ,	Price	(Instr. 3 and 4) 17,064	D	
STOCK COMMON						18.3515	ŕ		
STOCK	03/09/2012		M	5,000	A	\$ 12.84	22,064	D	
COMMON STOCK	03/09/2012		S	5,000	D	\$ 24.5119	17,064	D	
COMMON STOCK	03/09/2012		M	5,000	A	\$ 12.84	22,064	D	
COMMON STOCK	03/09/2012		S	5,000	D	\$ 24.5	17,064	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
STOCK OPTION	\$ 12.84	03/09/2012		M	5,000	12/23/2003(2)	12/23/2012	COMMON STOCK	5,00
STOCK OPTION	\$ 12.84	03/09/2012		M	5,000	12/23/2003(3)	12/23/2012	COMMON STOCK	5,00

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LEMMON RICHARD A 3475 EAST FOOTHILL BOULEVARD PASADENA,, CA 91107

SENIOR VICE PRESIDENT

### **Signatures**

DAN L. BATRACK for RICHARD A. LEMMON

03/13/2012

\*\*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) Consists of 272 shares acquired under the Tetra Tech, Inc. Employee Stock Purchase Plan (an exempt transaction under Rule 16b-3(c)).
- (2) The option was fully vested as of December 23, 2006.
- (3) The option was fully vested as of December 23, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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