

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHU RONALD J

2. Issuer Name and Ticker or Trading Symbol
TETRA TECH INC [TTEK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3475 EAST FOOTHILL BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EXECUTIVE VICE PRESIDENT

PASADENA,, CA 91107

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (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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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------------------------|---|--------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| | | | | Code | V | (A) | (D) | Title | |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 24.26 | 11/16/2012 | | A | | 20,875 | 11/16/2013 ⁽⁵⁾ | 11/16/2020 | COMMON STOCK |
| RESTRICTED STOCK UNITS | \$ 0 ⁽⁶⁾ | 11/16/2012 | | A | | 4,175 | 11/16/2013 ⁽⁷⁾ | 11/16/2016 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHU RONALD J 3475 EAST FOOTHILL BOULEVARD PASADENA,, CA 91107 | | | EXECUTIVE VICE PRESIDENT | |

Signatures

JANIS SALIN for RONALD J.
CHU

11/17/2012

**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) In accordance with the Executive Compensation Policy, 120% of the installment vested on November 16, 2012 and 439 additional shares were issued to the reporting person.

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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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