SHOEMAKER LESLIE L

Form 4

December 18, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

1(b).

(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 SHOEMAKER LESLIE L Issuer Symbol TETRA TECH INC [TTEK] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify 3475 EAST FOOTHILL 12/14/2012 below) **BOULEVARD** SENIOR VICE PRESIDENT (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

PASADENA,, CA 91107

| (City) | (State) (Z | Table Table | I - Non-De | erivative S | Securi | ties Acquire | ed, Disposed of, o | r 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) | | sed of 4 and (A) or | ` ′ | 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 | 12/14/2012 | | M | 1,250 | A | \$ 11.8 | 33,753 | D | |
| COMMON STOCK | 12/14/2012 | | S | 1,250 | D | \$ 25.8069 | 32,503 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

Edgar Filing: SHOEMAKER LESLIE L - Form 4

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) | 4. Transaction Code (Instr. 8) | 5. Number op f 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 Amo Underlying Secur (Instr. 3 and 4) | |
|---|---|---|---|---|--|--------------------|--|--|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 11.8 | 12/14/2012 | M | 1,250 | 01/20/2004(1) | 01/20/2013 | COMMON STOCK | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHOEMAKER LESLIE L

3475 EAST FOOTHILL BOULEVARD SENIOR VICE PRESIDENT

PASADENA,, CA 91107

Signatures

JANIS SALIN for LESLIE L. SHOEMAKER 12/18/2012

**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 January 20, 2007.

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.

Reporting Owners 2