TETRA TECH INC

Form 4

October 07, 2013

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

may continue.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or
Form 5 Filed pursuant to S
obligations Section 17(a) of the F

burden hours per response... 34,

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

SECURITIES

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PAGENKOPF JAMES R		-	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)	3. Date of Earliest Transaction	()		
			(Month/Day/Year)	Director 10% Owner		
3475 EAST FO BOULEVARI			11/16/2012	X Officer (give title Other (specify below)		
	(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		
PASADENA,	, CA 91107			Form filed by More than One Reporting Person		

(City)	(State) (Zi	ip) Table	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. Transactic Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	11/16/2012		A	430 <u>(1)</u>	` ´	\$ 0	51,112	D		
COMMON STOCK	11/16/2012		A	8,600	A	\$ 0	59,712	D		
COMMON STOCK	11/16/2012		F	770 (2)	D	\$ 24.26	58,942	D		
COMMON STOCK	11/16/2012		F	832 (3)	D	\$ 24.26	58,110	D		
COMMON STOCK	11/16/2012		F	355 (4)	D	\$ 24.26	57,755	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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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. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying Se (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 24.26	11/16/2012		A	21,500	11/16/2013 <u>(5)</u>	11/16/2020	COMMON STOCK
RESTRICTED STOCK UNITS	\$ 0 (6)	11/16/2012		A	4,300	11/16/2013(7)	11/16/2016	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PAGENKOPF JAMES R

3475 EAST FOOTHILL BOULEVARD PASADENA,, CA 91107

EXECUTIVE VICE PRESIDENT

Signatures

JANIS SALIN for JAMES R. PAGENKOPF

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 430 additional shares were issued to the reporting person.

Reporting Owners 2

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- On November 16, 2012, 2,388 shares of restricted stock granted in November 2011 vested. Of the 2,388 vested shares, 770 shares were withheld to pay the related tax liability.
- (3) On November 16, 2012, 2,150 shares of restricted stock granted in November 2010 vested. Of the 2,150 vested shares, 832 shares were withheld to pay the related tax liability.
- (4) On November 16, 2012, 1,100 shares of restricted stock granted in November 2009 vested. Of the 1,100 vested shares, 355 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. 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.