

LEMMON RICHARD A  
Form 4  
March 13, 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 \*  
LEMMON RICHARD A

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)  
03/09/2012

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

3475 EAST FOOTHILL BOULEVARD

SENIOR VICE PRESIDENT

(Street)

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

PASADENA, CA 91107

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
COMMON STOCK	12/30/2011		A		272 <sup>(1)</sup> A \$ 18.3515	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 \$ 24.5119	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.**

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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 (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)
STOCK OPTION	\$ 12.84	03/09/2012		M	5,000	12/23/2003 <sup>(2)</sup> 12/23/2012	COMMON STOCK 5,000
STOCK OPTION	\$ 12.84	03/09/2012		M	5,000	12/23/2003 <sup>(3)</sup> 12/23/2012	COMMON STOCK 5,000

## 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.

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