

TETRA TECH INC  
Form 4  
October 07, 2013

**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 \*  
**PAGENKOPF JAMES R**

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

**PASADENA,, CA 91107**

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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	(D)	Price
COMMON STOCK	11/16/2012		A		430 <sup>(1)</sup>	A	\$ 0
COMMON STOCK	11/16/2012		A		8,600	A	\$ 0
COMMON STOCK	11/16/2012		F		770 <sup>(2)</sup>	D	\$ 24.26
COMMON STOCK	11/16/2012		F		832 <sup>(3)</sup>	D	\$ 24.26
COMMON STOCK	11/16/2012		F		355 <sup>(4)</sup>	D	\$ 24.26

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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)			
				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 <sup>(5)</sup>	11/16/2020			COMMON STOCK
RESTRICTED STOCK UNITS	\$ 0 <sup>(6)</sup>	11/16/2012		A	4,300	11/16/2013 <sup>(7)</sup>	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.

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- (2) 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.

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