

BROWNLIE WILLIAM R
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 *
BROWNLIE WILLIAM 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)
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)
SENIOR 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 Price (D)		
COMMON STOCK	11/16/2012		A		220 ⁽¹⁾ A \$ 0	D	
COMMON STOCK	11/16/2012		A		4,000 A \$ 0	D	
COMMON STOCK	11/16/2012		F		404 ⁽²⁾ D \$ 24.26	D	
COMMON STOCK	11/16/2012		F		485 ⁽³⁾ D \$ 24.26	D	
COMMON STOCK	11/16/2012		F		404 ⁽⁴⁾ D \$ 24.26	D	

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- (2) On November 16, 2012, 1,100 shares of restricted stock granted in November 2011 vested. Of the 1,100 vested shares, 404 shares were withheld to pay the related tax liability.
- (3) On November 16, 2012, 1,100 shares of restricted stock granted in November 2010 vested. Of the 1,100 vested shares, 485 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, 404 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.