

TETRA TECH INC

Form 4

October 07, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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
____X____ Officer (give title below) ____ Other (specify below)

EXECUTIVE VICE PRESIDENT

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
COMMON STOCK	11/16/2012		A		430 ⁽¹⁾	A \$ 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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(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 A Underlying S (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 ⁽⁵⁾	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.

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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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