

MCDONALD KEVIN P  
 Form 3  
 November 10, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
MCDONALD KEVIN P		(Month/Day/Year)	TETRA TECH INC [TTEK]	
(Last)	(First)	(Middle)	11/07/2011	
3475 E. FOOTHILL BLVD.			4. Relationship of Reporting Person(s) to Issuer	
(Street)			5. If Amendment, Date Original Filed(Month/Day/Year)	
PASADENA, CA 91107			(Check all applicable)	
(City)	(State)	(Zip)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) SENIOR VICE PRESIDENT	
			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
COMMON STOCK	694	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
STOCK OPTION	01/20/2005 <sup>(1)</sup>	01/20/2014	COMOMN STOCK	1,100	\$ 24.56	D	Â
STOCK OPTION	11/15/2005 <sup>(1)</sup>	11/15/2014	COMMON STOCK	7,500	\$ 13.42	D	Â
STOCK OPTION	01/18/2006 <sup>(1)</sup>	01/18/2015	COMMON STOCK	1,500	\$ 15.79	D	Â
STOCK OPTION	03/06/2007 <sup>(1)</sup>	03/06/2014	COMMON STOCK	4,000	\$ 18.07	D	Â
STOCK OPTION	12/05/2007 <sup>(1)</sup>	12/05/2014	COMMON STOCK	5,000	\$ 17.71	D	Â
STOCK OPTION	11/16/2008 <sup>(2)</sup>	11/16/2015	COMMON STOCK	5,500	\$ 23.68	D	Â
STOCK OPTION	11/14/2009 <sup>(3)</sup>	11/14/2016	COMMON STOCK	5,500	\$ 16.98	D	Â
STOCK OPTION	11/13/2010 <sup>(4)</sup>	11/13/2017	COMMON STOCK	5,500	\$ 25.55	D	Â
STOCK OPTION	11/12/2011 <sup>(5)</sup>	11/12/2018	COMMON STOCK	5,500	\$ 23.48	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDONALD KEVIN P 3475 E. FOOTHILL BLVD. PASADENA, CA 91107	Â	Â	Â SENIOR VICE PRESIDENT	Â

## Signatures

Janis B. Salin for Kevin P.  
McDonald

11/10/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Fully vested.
- (2) The option granted on November 16, 2007 is vested as to 75%, remaining vest 25% annually.
- (3) The option granted on November 14, 2008 is vested as to 50%, remaining vest 25% annually.
- (4) The option granted on November 13, 2009 is vested as to 25%, remaining vest 25% annually.
- (5) The option becomes exercisable as to 25% of the shares on each anniversary of the grant date.

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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