

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)

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

SENIOR VICE PRESIDENT

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

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2012

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 ⁽¹⁾ 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.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 7 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities. Includes rows for STOCK OPTION with price \$12.84 and dates 03/09/2012.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships. Relationship categories include Director, 10% Owner, Officer, and Other. Lists LEMMON RICHARD A as SENIOR VICE PRESIDENT.

Signatures

DAN L. BATRACK for RICHARD A. LEMMON, Date 03/13/2012

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...
(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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