

TETRA TECH INC
Form 4
January 21, 2014

FORM 4

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

OMB APPROVAL

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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 *
CHU RONALD J

(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)
01/17/2014

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
COMMON STOCK <u>(1)</u>	01/17/2014		M	10,000	A \$ 23.68	41,225 <u>(3)</u>	D
COMMON STOCK <u>(1)</u>	01/17/2014		S	10,000	D \$ 30	31,225	D
COMMON STOCK <u>(1)</u>	01/17/2014		M	17,750	A \$ 16.98	48,975	D
COMMON STOCK <u>(1)</u>	01/17/2014		S	17,750	D \$ 30	31,225	D

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 Amount of Underlying Security (Instr. 3 and 4)
EMPLOYEE STOCK OPTION (RIGHT TO BUY) ⁽¹⁾	\$ 23.68	01/17/2014		M	10,000	11/16/2008 ⁽²⁾ 11/16/2015	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY) ⁽¹⁾	\$ 16.98	01/17/2014		M	17,750	11/14/2009 ⁽⁴⁾ 11/14/2016	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHU RONALD J 3475 EAST FOOTHILL BOULEVARD PASADENA,, CA 91107			EXECUTIVE VICE PRESIDENT	

Signatures

JANIS SALIN for RONALD J.
CHU

01/21/2014

 **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) Pursuant to a 10b5-1 Plan.

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- (2) The option was fully vested as of November 16, 2011.
- (3) Consists of 217 shares acquired under the Tetra Tech, Inc. Employee Stock Purchase Plan (an exempt transaction under Rule 16b-3(c)).
- (4) The option was fully vested as of November 14, 2012.

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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