

TETRA TECH INC
Form 4
November 19, 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

OMB
Number: 3235-0287
Expires: January 31,
2015
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARTER BRIAN N

(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)
11/11/2013

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)

SENIOR 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 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 Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK	11/11/2013		M	250 ⁽³⁾ A	\$ 0 4,397	D	
COMMON STOCK	11/11/2013		F	94 ⁽⁵⁾ D	\$ 26.38 4,303	D	
COMMON STOCK	11/16/2013		M	500 ⁽³⁾ A	\$ 0 4,803	D	
COMMON STOCK	11/16/2013		F	188 ⁽¹⁾ D	\$ 28.87 4,615	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Underlying Securities (Instr. 3 and 4)	Am or Nur of Sha
RESTRICTED STOCK UNITS	\$ 0	11/11/2013		M	250 (4)	11/11/2011 11/11/2015	COMMON STOCK	2
RESTRICTED STOCK UNITS	\$ 0	11/16/2013		M	500 (2)	11/16/2012 11/16/2016	COMMON STOCK	5

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CARTER BRIAN N 3475 EAST FOOTHILL BOULEVARD PASADENA,, CA 91107	SENIOR VICE PRESIDENT

Signatures

JANIS SALIN for BRIAN N.
CARTER 11/19/2013

__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) On November 16, 2013, 500 restricted stock units (RSUs) awarded in November 2012 vested. Of the vested RSUs, 188 underlying shares were withheld to pay the related tax liability.

(2)

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On November 16, 2013, 500 restricted stock units (RSUs) awarded in November 2012 vested. The shares of common stock into which such vested RSUs converted are reported in Table I of this Form 4.

- (3) Represents the conversion upon vesting of restricted stock units into common stock.
- (4) On November 11, 2013, 250 restricted stock units (RSUs) awarded in November 2012 vested. The shares of common stock into which such vested RSUs converted are reported in Table I of this Form 4.
- (5) On November 11, 2013, 250 restricted stock units (RSUs) awarded in November 2012 vested. Of the vested RSUs, 94 underlying shares were withheld to pay the related tax liability.

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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