

TETRA TECH INC
Form 4
November 19, 2013

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 *
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
 Officer (give title below) _____ Other (specify below)
SENIOR 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| COMMON STOCK | 11/11/2013 | | M | | 250 ⁽³⁾ | A | \$ 0 4,397 |
| COMMON STOCK | 11/11/2013 | | F | | 94 ⁽⁵⁾ | D | \$ 26.38 4,303 |
| COMMON STOCK | 11/16/2013 | | M | | 500 ⁽³⁾ | A | \$ 0 4,803 |
| COMMON STOCK | 11/16/2013 | | F | | 188 ⁽¹⁾ | D | \$ 28.87 4,615 |

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 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.