TETRA TECH INC

Form 4

November 25, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB

OMB APPROVAL

Number:

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January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. See Instruction

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Per THOMPSON J KENNETH	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	TETRA TECH INC [TTEK]			
(Last) (First) (Mide	e) 3. Date of Earliest Transaction			
	(Month/Day/Year)	X Director 10% Owner		
3475 EAST FOOTHILL	11/21/2014	Officer (give title Other (specify		
BOULEVARD		below) below)		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	Filed(Month/Day/Year)	Applicable Line)		
		X Form filed by One Reporting Person		
PASADENA,, CA 91107		Form filed by More than One Reporting Person		

(City)	(State) (Zij	Table I	- Non-Der	rivative Se	curiti	es Acqu	uired, Disposed of	f, or Beneficial	ly 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)	1		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
COMMON STOCK	11/21/2014		A	900	A	\$0	12,950	D	
COMMON STOCK	11/21/2014		D	500	D	\$0	12,450	D	
COMMON STOCK	11/21/2014		D	600	D	\$0	11,850	D	
COMMON STOCK	11/22/2014		A	240 (2)	A	\$0	12,090	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)

STOCK

4.20

11/21/2015(1) 11/21/2022

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisat	ole and	7. Title and Am	ount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof Derivative	Expiration Date		Underlying Sec	urities
Security	or Exercise		any	Code	Securities	(Month/Day/Year	r)	(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired				
	Derivative				(A) or				
	Security				Disposed of				
	•				(D)				
					(Instr. 3, 4,				
					and 5)				
						Date Exercisable	Expiration Date	Title	Amou or Numb of
				Code V	(A) (D)				Share
STOCK	Ф 07 06	11/01/0014			4.200	11/01/0015(1)	11/01/0000	COMMON	4.00

Α

4,200

Reporting Owners

\$ 27.26

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director THOMPSON J KENNETH 3475 EAST FOOTHILL BOULEVARD X PASADENA,, CA 91107

Signatures

OPTION

JANIS SALIN for J. KENNETH **THOMPSON**

11/25/2014

Date

**Signature of Reporting Person

11/21/2014

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)** The option becomes fully vested on the first anniversary of the grant date.
- In accordance with the Executive Compensation Policy, 140% of the installment vested on November 22, 2014 and 240 additional **(2)** shares were issued to the reporting person.

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.

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