TETRA TECH INC

Form 4

August 22, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCDONALD KEVIN P			2. Issuer Name and Ticker or Trading Symbol TETRA TECH INC [TTEK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	Director 10% Owner			
3475 E. FOOTHILL BLVD.			08/22/2014	_X_ Officer (give title Other (specify below) SENIOR VICE PRESIDENT			
(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) (Z	Table Table	I - Non-De	erivative S	Securi	ties Acquire	d, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Indirect Form: Beneficia Direct (D) Ownersh or Indirect (Instr. 4) (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK	08/22/2014		M	5,000	A	\$ 17.71	17,054	D	
COMMON STOCK	08/22/2014		S	5,000	D	\$ 25.5799	12,054	D	
COMMON STOCK	08/22/2014		M	7,500	A	\$ 13.42	19,554	D	
COMMON STOCK	08/22/2014		S	7,500	D	\$ 25.5799	12,054	D	
COMMON STOCK	08/22/2014		M	1,500	A	\$ 15.79	13,554	D	

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COMMON STOCK S 1,500 D \$ 12,054 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 ction Derivative Securities 3) 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 Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of Sha
STOCK OPTION	\$ 17.71	08/22/2014		M	5,00	00	12/05/2007(1)	12/05/2014	COMMON STOCK	5,
STOCK OPTION	\$ 13.42	08/22/2014		M	7,50	00	11/15/2005(2)	11/15/2014	COMMON STOCK	7,
COMMON STOCK	\$ 15.79	08/22/2014		M	1,50	00	01/18/2006(3)	01/18/2015	COMMON STOCK	1,

SENIOR VICE PRESIDENT

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MCDONALD KEVIN P

3475 E. FOOTHILL BLVD. PASADENA, CA 91107

Signatures

Janis B. Salin for Kevin P.
McDonald
08/22/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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 was fully vested as of December 5, 2010.
- (2) The option was fully vested as of November 15, 2008.
- (3) The option was fully vested as of January 18, 2009.

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.