TETRA TECH INC

Form 4

January 21, 2014

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

STOCK (1)

(Print or Type Responses)

1. Name and Address of Reporting Person * CHU RONALD J			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	(Sheen air applicable)		
			(Month/Day/Year)	Director 10% Owner		
3475 EAST FOOTHILL BOULEVARD			01/17/2014	_X_ Officer (give title Other (specibelow) below) EXECUTIVE 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) (Zi	ip) Table	I - Non-De	rivative Se	curiti	es Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. 4. Securities Acc Execution Date, if Transaction(A) or Disposed any Code (Instr. 3, 4 and 5 (Month/Day/Year) (Instr. 8) (A)		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
COMMON STOCK (1)	01/17/2014		Code V M	Amount 10,000	(D)	Price \$ 23.68	(Instr. 3 and 4) 41,225 (3)	D	
COMMON STOCK (1)	01/17/2014		S	10,000	D	\$ 30	31,225	D	
COMMON STOCK (1)	01/17/2014		M	17,750	A	\$ 16.98	48,975	D	
COMMON STOCK (1)	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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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 or 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 Ame Underlying Sect (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
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 D

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.

Reporting Owners 2

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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. 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. orm, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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