TETRA TECH INC

Form 4

November 19, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

Expires:

January 31, 2005

0.5

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burden hours per response...

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BATRACK DAN L			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 air approacte)		
			(Month/Day/Year)	X Director 10% Owner		
3475 EAST FOOTHILL BOULEVARD			11/16/2013	_X_ Officer (give title Other (specify below) CHIEF EXECUTIVE OFFICER		
	(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	Zip) Table	I - Non-D	erivative S	ecurit	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. Transaction Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4	ed of (` ′	5. Amount of Securities Beneficially Owned Following	Ownership Form: Direct (D)	Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
COMMON STOCK	11/16/2013		M	4,625 (5)	A	\$ 0	160,748	D	
COMMON STOCK	11/16/2013		F	1,719 (1)	D	\$ 28.87	159,029	D	
COMMON STOCK	11/18/2013		M	30,000	A	\$ 18.07	189,029	D	
COMMON STOCK	11/18/2013		M	15,000	A	\$ 24.56	204,029	D	
COMMON STOCK	11/18/2013		S	30,000	D	\$ 28.7585	174,029	D	

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COMMON STOCK 11/18/2031 S 15,000 D \$ 28.7585 159,029 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 Derivati (Instr. 3)	ve Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio 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 A Underlying Se (Instr. 3 and 4
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title
RESTI STOCI UNITS		\$ 0	11/16/2013		M	4,625 (4)	11/16/2012	11/16/2016	COMMON STOCK
STOC		\$ 18.07	11/18/2013		M	30,000	03/06/2010(2)	03/06/2014	COMMON STOCK
COMN		\$ 24.56	11/18/2013		M	15,000	09/06/2005(3)	01/20/2014	COMMON STOCK

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BATRACK DAN L 3475 EAST FOOTHILL BOULEVARD PASADENA,, CA 91107	X		CHIEF EXECUTIVE OFFICER				
Signatures							
JANIS SALIN for DAN L. BATRACK	11/19	/2013					

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) On November 16, 2013, 4,625 restricted stock units (RSUs) awarded in November 2012 vested. Of the vested RSUs, 1,719 underlying shares were withheld to pay the related tax liability.
- (2) The option was fully vested as of March 6, 2013.
- (3) The option was fully vested as of September 6, 2005.
- On November 16, 2013, 4,625 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) Represents the conversion upon vesting of restricted stock units into common stock.

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.