TETRA TECH INC

Form 4

February 04, 2014

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Section 16. 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...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Add BIEBER MIC | • | ing Person * | 2. Issuer Name and Ticker or Trading Symbol TETRA TECH INC [TTEK] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|-------------------------------|------------|--------------|--|---|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| 3475 EAST F BOULEVAR | | | (Month/Day/Year) 02/03/2014 | Director 10% Owner _X_ Officer (give title Other (specify below) SENIOR VICE PRESIDENT | | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | |
| PASADENA, | , CA 91107 | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

| (City) | (State) (2 | Table | I - Non-Do | erivative S | ecurit | ties Acquire | d, Disposed of, o | r Beneficially | Owned |
|--------------------------------------|--------------------------------------|--|------------|---|--------|---------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year) | | 3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price | | | 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) |
| COMMON STOCK | 02/03/2014 | | M | 25,000 | A | \$ 18.07 | 44,453 | D | |
| COMMON STOCK | 02/03/2014 | | S | 25,000 | D | \$ 28.3713 | 19,453 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

SEC 1474

(9-02)

Edgar Filing: TETRA TECH INC - Form 4

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

| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Code | orDerivative Securities Acquired (A) or Disposed of (D) | Expiration Date (Month/Day/Year) | | Underlying Securities (Instr. 3 and 4) | |
|--------------------------------------|---|------------------|---|--------|---|----------------------------------|--------------------|--|--------------------------|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amo or Nun of S |
| STOCK | \$ 18.07 | 02/03/2014 | | M | 25,000 | 03/06/2007(1) | 03/06/2014 | COMMON | 25, |

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

BIEBER MICHAEL A 3475 EAST FOOTHILL BOULEVARD PASADENA,, CA 91107

SENIOR VICE PRESIDENT

STOCK

Signatures

OPTION

JANIS SALIN for MICHAEL A.

BIEBER 02/04/2014

> **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) The option was fully vested as of March 6, 2010.

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.

Reporting Owners 2