TETRA TECH INC

Form 4

November 26, 2013

FORM 4

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

OMB

Check this box if no longer subject to

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

3235-0287 Number: January 31, Expires:

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 Address of Reporting Person * THOMPSON J KENNETH			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 (Month/Day/Year)	X Director 10% Owner		
3475 EAST FOOTHILL BOULEVARD			11/22/2013	Officer (give title Delow) Other (specify below)		
(Street) PASADENA,, CA 91107			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 Form filed by More than One Reporting Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 3. 6. Ownership 7. Nature of 1.Title of 4. Securities 5. Amount of (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Form: Direct Indirect Security Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price **COMMON** 11/22/2013 \$0 12,525 D Α 1,800 A **STOCK COMMON** 11/22/2013 900 \$0 13,425 D Α Α **STOCK COMMON** 11/22/2013 D 500 D \$0 12,925 D **STOCK COMMON** 11/22/2013 D 500 D \$0 12,425 D **STOCK COMMON** 11/22/2013 D 600 D \$0 11.825 D **STOCK**

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

3. Transaction Date 3A. Deemed

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.

6. Date Exercisable and

5. Number

SEC 1474 (9-02)

7. Title and Amount of

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

Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year	·)	(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)				
									Amou
						Date Exercisable	Expiration Date	Title	or Numb
				Code V	(A) (D)				Shares
STOCK OPTION	\$ 28.58	11/22/2013		A	4,200	11/22/2014(1)	11/22/2021	COMMON STOCK	4,20

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

THOMPSON J KENNETH
3475 EAST FOOTHILL BOULEVARD X
PASADENA,, CA 91107

Signatures

1. Title of

JANIS SALIN for J. KENNETH THOMPSON

11/26/2013

Date

**Signature of Reporting Person

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.

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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