

TETRA TECH INC

Form 4

August 22, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCDONALD KEVIN P

(Last) (First) (Middle)

3475 E. FOOTHILL BLVD.

(Street)

PASADENA, CA 91107

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TETRA TECH INC [TTEK]

3. Date of Earliest Transaction
(Month/Day/Year)

08/22/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SENIOR VICE PRESIDENT

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	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 08/22/2014 S 1,500 D \$ 25.5799 12,054 D

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

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(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 Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
STOCK OPTION	\$ 17.71	08/22/2014		M	5,000	12/05/2007 ⁽¹⁾ 12/05/2014	COMMON STOCK 5,
STOCK OPTION	\$ 13.42	08/22/2014		M	7,500	11/15/2005 ⁽²⁾ 11/15/2014	COMMON STOCK 7,
COMMON STOCK	\$ 15.79	08/22/2014		M	1,500	01/18/2006 ⁽³⁾ 01/18/2015	COMMON STOCK 1,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCDONALD KEVIN P 3475 E. FOOTHILL BLVD. PASADENA, CA 91107	SENIOR VICE PRESIDENT

Signatures

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

__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 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.

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