TETRA TECH INC

Form 4

November 19, 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

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

0.5

1(b).

**STOCK** 

(Print or Type Responses)

1. Name and Address of Reporting Person * BROWNLIE WILLIAM R			2. Issuer Name <b>and</b> 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	(====== an appneasie)			
			(Month/Day/Year)	Director 10% Owner			
3475 EAST FOOTHILL BOULEVARD			11/16/2013	X Officer (give title Other (specify below) SENIOR 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	Table 1	I - Non-De	rivative Securitie	es Acqui	red, Disposed of,	or Beneficially	y 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 Acq on(A) or Disposed (Instr. 3, 4 and 5) (A) or Amount (D)	of (D)	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	11/16/2013		M	,	\$ 0	64,218	D	
COMMON	11/16/2013		F	188 <u>(1)</u> D	\$ 28.87	64,030	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

28.87

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# 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)	4. Transactio Code (Instr. 8)	5. Number on for Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying S	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of Sha	

M

## **Reporting Owners**

Reporting Owner Name / Address Relationships

11/16/2013

Director 10% Owner Officer Other

BROWNLIE WILLIAM R 3475 EAST FOOTHILL BOULEVARD PASADENA, CA 91107

\$0

SENIOR VICE PRESIDENT

11/16/2012 11/16/2016

## **Signatures**

RESTRICTED

**STOCK** 

**UNITS** 

JANIS SALIN for WILLIAM R. BROWNLIE

11/19/2013

\*\*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) On November 16, 2013, 500 restricted stock units (RSUs) awarded in November 2012 vested. Of the vested RSUs, 188 underlying shares were withheld to pay the related tax liability.
- (2) On November 16, 2013, 500 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.
- (3) 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.

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