

TETRA TECH INC  
Form 4  
November 25, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SHOEMAKER LESLIE L

(Last) (First) (Middle)  
3475 EAST FOOTHILL BOULEVARD  
(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)  
11/21/2014

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| COMMON STOCK                    | 11/22/2013                           |  | A                              |   | 2,969   | A  | \$ 0 44,890                       |
| COMMON STOCK                    | 11/21/2014                           |  | D                              |   | 1,100   | D  | \$ 0 43,790                       |
| COMMON STOCK                    | 11/21/2014                           |  | D                              |   | 1,333   | D  | \$ 0 42,457                       |
| COMMON STOCK                    | 11/22/2014                           |  | A                              |   | 612 <sup>(2)</sup>  | A  | \$ 0 43,069                       |
| COMMON STOCK                    | 11/22/2014                           |  | F                              |   | 806 <sup>(3)</sup>  | D  | \$ 27.26 42,263                   |

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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 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 Acquired (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| EMPLOYEE STOCK OPTION (RIGHT TO BUY)       | \$ 27.26   | 11/21/2014                           |  | A                              | 9,813   | 11/21/2015 <sup>(1)</sup> 11/21/2022                     | COMMON STOCK  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| SHOEMAKER LESLIE L<br>3475 EAST FOOTHILL BOULEVARD<br>PASADENA,, CA 91107 |               |           | SENIOR VICE PRESIDENT |       |

## Signatures

JANIS SALIN for LESLIE L. SHOEMAKER  
Date: 11/25/2014

\*\*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 becomes exercisable as to 25% of the shares on each anniversary of the grant date.
- (2) In accordance with the Executive Compensation Policy, 140% of the installment vested on November 22, 2014 and 612 additional shares were issued to the reporting person.
- (3)

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On November 22, 2014, 1,532 shares of restricted stock granted in November 2013 vested, along with the additional 612 shares earned. Of the 2,144 vested shares, 806 shares were withheld to pay the related tax liability.

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