

TETRA TECH INC
Form 4
November 24, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARTER BRIAN N

(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)
11/20/2015

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)

SVP and Corporate Controller

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 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 Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK	11/20/2015		D	(A) or (D) 1,333 (2)	\$ 0	8,821	D
COMMON STOCK	11/20/2015		A	(A) or (D) 2,551 (3)	\$ 0	11,372	D
COMMON STOCK	11/21/2015		F	(A) or (D) 215 (4)	\$ 27.16	11,157	D
COMMON STOCK	11/22/2015		A	(A) or (D) 471 (5)	\$ 0	11,628	D
COMMON STOCK	11/22/2015		F	(A) or (D) 782 (6)	\$ 27.16	10,866	D

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COMMON STOCK 11/22/2015 F 167 ⁽⁷⁾ D \$ 27.16 10,699 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 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 Securities (Instr. 3 and 4)
STOCK OPTION (RIGHT TO BUY)	\$ 27.16	11/20/2015		A	8,615	11/20/2016 ⁽¹⁾ 11/20/2025	COMMON STOCK 8,615

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CARTER BRIAN N 3475 EAST FOOTHILL BOULEVARD PASADENA,, CA 91107	SVP and Corporate Controller

Signatures

JANIS B. SALIN FOR BRIAN N.
CARTER 11/24/2015

 **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.

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- (2) In accordance with the Executive Compensation Policy, 1,333 shares of restricted stock granted on 11/16/2012 were canceled on 11/20/2015 when certain performance conditions were not achieved.
- (3) 2,551 restricted stock units (RSUs) were awarded to the reporting person on November 20, 2015. The RSUs become vested as to 25% of the shares on each anniversary of the grant date.
- (4) 215 of the shares underlying RSUs which vested on 11/21/2015 were withheld to pay the related tax liability.
- (5) In accordance with the Executive Compensation Policy, 140% of one restricted stock installment granted on 11/22/2013 became vested on 11/22/2015, and 471 additional shares were issued to the reporting person.
- (6) 782 of the shares underlying restricted stock which vested on 11/22/2015 were withheld to pay the related tax liability.
- (7) 167 of the shares underlying RSUs which vested on 11/22/2015 were withheld to pay the related tax liability.

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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