

LEMMON RICHARD A

Form 4

November 21, 2017

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LEMMON RICHARD A

(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)  
11/17/2017

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 \_\_\_\_\_ Other (specify  
below) below)  
SVP, CORPORATE ADMINISTRATION

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| COMMON<br>STOCK                       | 11/17/2017                              |   | A                                    | Amount<br>(1) 1,889<br>or<br>(D) A                                      | \$ 0 30,351  | D   |   |
| COMMON<br>STOCK                       | 11/18/2017                              |   | F                                    | 202 (2) D<br>47.95  | \$ 30,149  | D   |   |
| COMMON<br>STOCK                       | 11/20/2017                              |   | F                                    | 303 (3) D<br>48.55  | \$ 29,846  | D   |   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|---|
|   |  |   |   | Code V (A) (D)                       |   | Date Exercisable Expiration Date                               | Title Amount or Number of Shares                                    |
| STOCK<br>OPTION<br>(RIGHT<br>TO<br>BUY)             | \$ 47.95   | 11/17/2017                              |   | A                                    | 6,130   | 11/17/2018 <sup>(4)</sup> 11/17/2027                           | COMMON<br>STOCK 6,130   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| LEMMON RICHARD A<br>3475 EAST FOOTHILL BOULEVARD<br>PASADENA,, CA 91107 | SVP, CORPORATE ADMINISTRATION    |

## Signatures

Janis B. Salin for Richard A.  
Lemmon 11/21/2017

\_\_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) 1,889 restricted stock units (RSUs) were awarded to the reporting person on November 17, 2017. The RSUs become vested as to 25% of the shares on November 18, 2018, and the anniversary of that date going forward until fully vested.
- (2) 202 of the shares underlying restricted stock which vested on 11/18/2017 were withheld to pay the related tax liability.
- (3) 303 of the shares underlying restricted stock which vested on 11/20/2017 were withheld to pay the related tax liability.
- (4) The option becomes exercisable as to 25% of the Shares on each 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.

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