

TETRA TECH INC
Form 4
June 13, 2016

FORM 4

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

OMB APPROVAL

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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 *
BATRACK DAN 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)
06/09/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN AND CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount	(D)	Price
COMMON STOCK	06/09/2016		M		43,239	A	\$ 16.98
							245,390 ⁽³⁾
COMMON STOCK	06/09/2016		S		43,239	D	\$ 30.9366
							202,151 ⁽⁴⁾
COMMON STOCK	06/10/2016		M		4,361	A	\$ 16.98
							206,512
COMMON STOCK	06/10/2016		S		4,361	D	\$ 30.6108
							202,151 ⁽⁵⁾
	06/10/2016		M		2,400	A	\$ 16.98
							204,551

COMMON
STOCK

COMMON STOCK	06/10/2016	S	2,400	D	\$ 30.4227 <u>(6)</u>	202,151	D
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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 Security (Instr. 3 and 4)
STOCK OPTION (RIGHT TO BUY)	\$ 16.98	06/09/2016		M	43,239	11/14/2012 ⁽¹⁾ 11/14/2016 ⁽²⁾	COMMON STOCK
STOCK OPTION (RIGHT TO BUY)	\$ 16.98	06/10/2016		M	6,761	11/14/2012 ⁽¹⁾ 11/14/2016 ⁽²⁾	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BATRACK DAN L 3475 EAST FOOTHILL BOULEVARD PASADENA,, CA 91107	X		CHAIRMAN AND CEO	

Signatures

JANIS SALIN for DAN L.
BATRACK

06/13/2016

__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) Option became fully exercisable on November 14, 2012.

(2) Option expires in current calendar year.

(3) In addition to the 43,239 shares acquired in the option exercise, the reporting person acquired 221 shares of common stock pursuant to the company's Employee Stock Purchase Plan (ESPP) on December 15, 2015.

(4) \$30.9366 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.90 to \$30.9875.

(5) \$30.6108 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.55 to \$30.71.

(6) \$30.4227 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.42 to \$30.44.

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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