

TETRA TECH INC
Form 4
November 24, 2015

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 *
BURDICK STEVEN M

(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
 Officer (give title below) Other (specify below)
EVP AND CFO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
COMMON STOCK	11/20/2015		D		2,133 (2) \$ 0	D	31,452
COMMON STOCK	11/20/2015		A		5,218 (3) \$ 0	D	36,670
COMMON STOCK	11/21/2015		F		462 (4) \$ 27.16	D	36,208
COMMON STOCK	11/22/2015		A		1,013 (5) \$ 0	D	37,221
COMMON STOCK	11/22/2015		F		1,333 (6) \$ 27.16	D	35,888

COMMON STOCK 11/22/2015 F 358 (7) D \$ 27.16 35,530 D

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

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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)	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	17,622	11/20/2016 ⁽¹⁾ 11/20/2025	COMMON STOCK 17,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURDICK STEVEN M 3475 EAST FOOTHILL BOULEVARD PASADENA,, CA 91107			EVP AND CFO	

Signatures

JANIS B. SALIN FOR STEVEN M. BURDICK 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.
- (2) In accordance with the Executive Compensation Policy, 2,133 shares of restricted stock granted on 11/16/2012 were canceled on 11/20/2015 when certain performance conditions were not achieved.

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- (3) 5,218 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) 462 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 1,013 additional shares were issued to the reporting person.
- (6) 1,333 of the shares underlying restricted stock which vested on 11/22/2015 were withheld to pay the related tax liability.
- (7) 358 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. 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.