

TETRA TECH INC  
Form 4  
November 23, 2016

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(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)  
**11/21/2016**

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)

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 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	11/21/2016		F	462 <sup>(1)</sup> D \$ 41.25	38,748	D	
COMMON STOCK	11/22/2016		A	1,013 <sup>(2)</sup> A \$ 0	39,761	D	
COMMON STOCK	11/22/2016		F	1,333 <sup>(3)</sup> D \$ 42.8	38,428	D	
COMMON STOCK	11/22/2016		F	358 <sup>(4)</sup> D \$ 42.8	38,070	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 displays a currently valid OMB control number.**

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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 11/23/2016

\_\_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) 462 of the shares underlying RSUs which vested on 11/21/2016 were withheld to pay the related tax liability.
- (2) In accordance with the Executive Compensation Policy, 140% of one restricted stock installment granted on 11/22/2013 became vested on 11/22/2016, and 1,013 additional shares were issued to the reporting person.
- (3) 1,333 of the shares underlying restricted stock which vested on 11/22/2016 were withheld to pay the related tax liability.
- (4) 358 of the shares underlying RSUs which vested on 11/22/2016 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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