

THOMPSON J KENNETH  
Form 4  
November 22, 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

OMB  
Number: 3235-0287  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
THOMPSON J KENNETH

(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)  
11/21/2017

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)

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<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.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>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: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                         |
| COMMON<br>STOCK                       | 11/21/2017                              |                                                             | A                                       |                                                                            | 1,800<br>(1)                                                                                                       | \$ 0                                                                 | 16,595 D                                |
| COMMON<br>STOCK                       | 11/21/2017                              |                                                             | A                                       |                                                                            | 1,701<br>(2)                                                                                                       | \$ 0                                                                 | 18,296 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  
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SEC 1474  
(9-02)

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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<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<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

THOMPSON J KENNETH  
3475 EAST FOOTHILL BOULEVARD X  
PASADENA,, CA 91107

## Signatures

JANIS B. SALIN for J. KENNETH  
THOMPSON

11/22/2017

\*\*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) Each performance share unit ("PSU") represents the right to receive one share of Common Stock. The PSUs awarded cliff-vest after a 3-year performance period. The Performance Period was the Company's fiscal years 2015, 2016 and 2017. The number of PSUs earned by the Awardee was determined at the end of the Performance Period by measuring earnings per share ("EPS") growth, which was 35% year-over-year growth. Therefore, 200% of the 900 PSUs awarded on November 21, 2014 were earned and vested on November 21, 2017.

(2) Each performance share unit ("PSU") represents the right to receive one share of Common Stock. The PSUs awarded cliff-vest after a 3-year performance period. The Performance Period was the Company's fiscal years 2015, 2016 and 2017. The number of PSUs earned by the Awardee for the Performance Period was determined at the end of the Performance Period by measuring relative total shareholder return ("TSR"), with equal weight given to the selected industry peer group and to the S&P 1000. The TSR peer group performance percentile was 89%, and the TSR S&P 1000 performance percentile was 82%. Straight line interpolation determined the vesting credit percentage. Therefore, 189% of the 900 PSUs awarded on November 21, 2014 were earned and vested on November 21, 2017.

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.