

TETRA TECH INC

Form 4

July 22, 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
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(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)

07/21/2016

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 _____ Other (specify
below) below)
SVP, CORPORATE ADMINISTRATION

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| COMMON STOCK | 07/21/2016 | | M | V Amount (D) Price 4,000 A \$ 16.98 | 30,833 | D | |
| COMMON STOCK | 07/21/2016 | | S | 4,000 D \$ 32 (3) | 26,833 | D | |
| COMMON STOCK | 07/22/2016 | | M | 4,750 A \$ 16.98 | 31,583 | D | |
| COMMON STOCK | 07/22/2016 | | S | 4,750 D \$ 32.5 (3) | 26,833 | D | |

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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 16.98 | 07/21/2016 | | M | 4,000 | 11/14/2012 ⁽¹⁾ 11/14/2016 ⁽²⁾ | COMMON STOCK |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 16.98 | 07/22/2016 | | M | 4,750 | 11/14/2012 ⁽¹⁾ 11/14/2016 ⁽²⁾ | COMMON STOCK |

Reporting Owners

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

Signatures

JANIS SALIN for RICHARD A. LEMMON 07/22/2016

____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) The option became fully vested on November 14, 2012.

(2) The option expires in the current year.

(3) Shares were sold at an exact price, pursuant to a 10b5-1 plan.

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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