

TETRA TECH INC
Form 4
November 24, 2015

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 *
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)
11/20/2015

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)

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	(A) or (D)	Price			
COMMON STOCK	11/20/2015		A		900 <u>(2)</u>	A	\$ 0	13,215	D	
COMMON STOCK	11/20/2015		D		600 <u>(3)</u>	D	\$ 0	12,615	D	
COMMON STOCK	11/22/2015		A		240 <u>(4)</u>	A	\$ 0	12,855	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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)	Amount or Number of Shares
STOCK OPTION	\$ 27.16	11/20/2015		A	4,200	11/20/2016 ⁽¹⁾ 11/20/2025	COMMON STOCK	4,200

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 SALIN for J. KENNETH
THOMPSON

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 100% of the shares on the anniversary of the grant date.
- (2) 900 restricted stock units (RSUs) were awarded to the reporting person on November 20, 2015. The RSUs will become vested as to 100% of the shares on the anniversary of the grant date.
- (3) In accordance with our compensation policy for Directors, 600 shares of restricted stock granted on 11/16/2012 were canceled on 11/20/2015 when certain performance conditions were not achieved.
- (4) In accordance with our compensation policy for Directors, 140% of the applicable restricted stock installment granted on 11/22/2013 became vested on 11/22/2015, and 240 additional shares were issued to the reporting person.

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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