

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 *
TRULY RICHARD H

(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 ⁽²⁾	A	\$ 0 12,215
COMMON STOCK	11/20/2015		D		600 ⁽³⁾	D	\$ 0 11,615
COMMON STOCK	11/22/2015		A		240 ⁽⁴⁾	A	\$ 0 11,855

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

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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)
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

TRULY RICHARD H
3475 EAST FOOTHILL BOULEVARD X
PASADENA,, CA 91107

Signatures

JANIS SALIN for RICHARD H. TRULY 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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