

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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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 *
CARTER BRIAN N

(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)
SVP and Corporate Controller

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 Price (D)		
COMMON STOCK	11/20/2015		D		1,333 (2) \$ 0	D	8,821
COMMON STOCK	11/20/2015		A		2,551 (3) \$ 0	D	11,372
COMMON STOCK	11/21/2015		F		215 (4) \$ 27.16	D	11,157
COMMON STOCK	11/22/2015		A		471 (5) \$ 0	D	11,628
COMMON STOCK	11/22/2015		F		782 (6) \$ 27.16	D	10,866

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- (2) In accordance with the Executive Compensation Policy, 1,333 shares of restricted stock granted on 11/16/2012 were canceled on 11/20/2015 when certain performance conditions were not achieved.
- (3) 2,551 restricted stock units (RSUs) were awarded to the reporting person on November 20, 2015. The RSUs become vested as to 25% of the shares on each anniversary of the grant date.
- (4) 215 of the shares underlying RSUs which vested on 11/21/2015 were withheld to pay the related tax liability.
- (5) In accordance with the Executive Compensation Policy, 140% of one restricted stock installment granted on 11/22/2013 became vested on 11/22/2015, and 471 additional shares were issued to the reporting person.
- (6) 782 of the shares underlying restricted stock which vested on 11/22/2015 were withheld to pay the related tax liability.
- (7) 167 of the shares underlying RSUs which vested on 11/22/2015 were withheld to pay the related tax liability.

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