Edgar Filing: TETRA TECH INC - Form 4

Form 4	INC										
November 22, 2										PROVAL	
FORM	UNITEDS		SECURITIES AND EXCHANGE COMMISSI Washington, D.C. 20549						3235-0287		
Check this b if no longer subject to Section 16. Form 4 or		ENT O	F CHANG	0	ENEFIC		OWN	NERSHIP OF	Expires: Estimated a burden hou response	0	
Form 5 obligations may continu <i>See</i> Instructi 1(b).	e. Section 17(a)	of the		ity Holdin	ig Comp	any A	Act of	e Act of 1934, 1935 or Section 0			
(Print or Type Res	ponses)										
1. Name and Address of Reporting Person <u>*</u> SMITH ALBERT E			2. Issuer Name and Ticker or Trading Symbol TETRA TECH INC [TTEK]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Mi	ddle)	3. Date of Earliest Transaction (Check						k all applicable)		
3475 E. FOOTHILL BOULEVARD			(Month/Day/Year) 11/18/2016				X_ Director 10% Owner Officer (give title Other (specify below) below)				
	(Street)		4. If Amend Filed(Month/		Original			6. Individual or Jo Applicable Line) _X_ Form filed by C			
PASADENA,	CA 91107							Form filed by M Person			
(City)	(State) (Z	(ip)	Table I	- Non-Der	ivative Se	curiti	es Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. (Month/Day/Year) Exec any (Mon			3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5))	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
COMMON STOCK	11/18/2016			А	900 <u>(2)</u>	А	\$0	35,637	D		
COMMON STOCK	11/22/2016			А	240 (3)	А	\$0	35,877	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 required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
STOCK OPTION	\$ 40.8	11/18/2016		А	4,200	11/20/2017 <u>(1)</u>	11/20/2026	COMMON STOCK	4,20

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SMITH ALBERT E 3475 E. FOOTHILL BOULEVARD PASADENA, CA 91107	Х					
Signatures						
Janis B. Salin for Albert E. Smith	11/22/2	016				
**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 18, 2016. 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, 140% of the applicable restricted stock installment granted on 11/22/2013 became vested on 11/22/2016, 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. 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.