#### Edgar Filing: BROWNLIE WILLIAM R - Form 4

#### BROWNLIE WILLIAM R

Form 4

November 22, 2017

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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response...

January 31,

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BROWNLIE WILLIAM R			2. Issuer Name <b>and</b> Ticker or Trading Symbol TETRA TECH INC [TTEK]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
3475 EAST FOOTHILL BOULEVARD			(Month/Day/Year) 11/21/2017	Director 10% Owner Officer (give title Other (specify below) SVP, CHIEF ENGINEER			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
PASADENA,, CA 91107			Filed(Month/Day/Year)				

(City)	(State) (Z	ip) Table l	I - Non-Der	ivative Se	curiti	es Acqı	uired, Disposed o	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, is any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			))	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
COMMON STOCK	11/21/2017		A	5,426 (1)	A	\$0	77,359	D	
COMMON STOCK	11/21/2017		A	5,127 (2)	A	\$0	82,486	D	
COMMON STOCK	11/21/2017		F	3,967 (3)	D	\$ 50	78,519	D	
COMMON STOCK	11/21/2017		F	255 (4)	D	\$ 50	78,264	D	

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	01			
					Exercisable	Date		umber			
								of			
				Code V	(A) (D)			S	hares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

**BROWNLIE WILLIAM R** 3475 EAST FOOTHILL BOULEVARD PASADENA,, CA 91107

SVP, CHIEF **ENGINEER** 

## **Signatures**

Janis B. Salin for William R. Brownlie

11/22/2017

\*\*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).

Each performance share unit ("PSU") represents the right to receive one share of Common Stock. The PSUs awarded cliff-vest after a 3-year performance period. The Performance Period was the Company's fiscal years 2015, 2016 and 2017. The number of PSUs earned

(1) by the Awardee was determined at the end of the Performance Period by measuring earnings per share ("EPS") growth, which was 35% year-over-year growth. Therefore, 200% of the 2,713 PSUs awarded on November 21, 2014 were earned and vested on November 21, 2017.

Each performance share unit ("PSU") represents the right to receive one share of Common Stock. The PSUs awarded cliff-vest after a 3-year performance period. The Performance Period was the Company's fiscal years 2015, 2016 and 2017. The number of PSUs earned by the Awardee for the Performance Period was determined at the end of the Performance Period by measuring relative total shareholder return ("TSR"), with equal weight given to the selected industry peer group and to the S&P 1000. The TSR peer group performance percentile was 89%, and the TSR S&P 1000 performance percentile was 82%. Straight line interpolation determined the vesting credit percentage. Therefore, 189% of the 2,713 PSUs awarded on November 21, 2014 were earned and vested on November 21, 2017.

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- (3) 3,967 of the shares underlying PSUs which vested on 11/21/2017 were withheld to pay the related tax liability.
- (4) 255 of the shares underlying restricted stock which vested on 11/21/2017 were withheld to pay the related tax liability.

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.