

BATRACK DAN L
Form 4
November 16, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
BATRACK DAN L

2. Issuer Name and Ticker or Trading Symbol
TETRA TECH INC [TTEK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3475 EAST FOOTHILL BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN, CEO & PRESIDENT

(Street)
PASADENA,, CA 91107

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
COMMON STOCK	11/14/2018		M	30,000 A \$ 28.58	305,800	D	
COMMON STOCK	11/14/2018		S	30,000 D \$ 65.3842	275,800	D	
COMMON STOCK	11/15/2018		M	14,869 A \$ 28.58	290,669	D	
COMMON STOCK	11/15/2018		S	14,869 D \$ 64.5546	275,800	D	

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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 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 of Underlying Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
STOCK OPTION (RIGHT TO BUY)	\$ 28.58	11/14/2018		M	30,000	11/22/2017 ⁽³⁾	11/22/2021	COMMON STOCK
STOCK OPTION (RIGHT TO BUY)	\$ 28.58	11/15/2018		M	14,869	11/22/2017 ⁽³⁾	11/22/2021	COMMON STOCK
RESTRICTED STOCK UNITS (RIGHT TO RECEIVE)	\$ 0 ⁽⁴⁾	11/15/2018		A	21,232	11/18/2019 ⁽⁵⁾	11/18/2022	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BATRACK DAN L 3475 EAST FOOTHILL BOULEVARD PASADENA,, CA 91107	X		CHAIRMAN, CEO & PRESIDENT	

Signatures

/s/ Preston Hopson III, Attorney-in-fact for Dan L. Batrack

11/16/2018

__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) \$65.3842 is an average price. Shares were sold at prices ranging from \$65.000 to \$65.785 per share.
- (2) \$64.5546 is an average price. Shares were sold at prices ranging from \$64.01 to \$65.16 per share.
- (3) The option was fully exercisable on November 22, 2017.
- (4) Represents an award of restricted stock units (RSUs), each unit of which represents a contingent right to receive one share of Tetra Tech common stock.
- (5) The restricted stock units (RSUs) become vested as to 25% of the shares underlying the RSUs on November 18, 2019, and on each anniversary of that date until the RSUs are fully vested.

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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