

LEMMON RICHARD A
Form 4
November 22, 2017

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 *
LEMMON RICHARD A

(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)
11/21/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP, CORPORATE ADMINISTRATION

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	11/21/2017		A		6,156 (1) \$ 0 36,002	D	
COMMON STOCK	11/21/2017		A		5,817 (2) \$ 0 41,819	D	
COMMON STOCK	11/21/2017		F		4,533 (3) \$ 50 37,286	D	
COMMON STOCK	11/21/2017		F		402 (4) \$ 50 36,884	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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEMMON RICHARD A
3475 EAST FOOTHILL BOULEVARD
PASADENA,, CA 91107

SVP, CORPORATE ADMINISTRATION

Signatures

Janis B. Salin for Richard A.
Lemmon

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 3,078 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 (2) 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 3,078 PSUs awarded on November 21, 2014 were earned and vested on November 21, 2017.

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- (3) 4,533 of the shares underlying PSUs which vested on 11/21/2017 were withheld to pay the related tax liability.
- (4) 402 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.