TETRA TECH INC

Form 4

November 13, 2015

FORM 4

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

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * CARTER BRIAN N

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(7:m)

TETRA TECH INC [TTEK]

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner

(Check all applicable)

11/11/2015

X_ Officer (give title _ Other (specify below)

SVP and Corporate Controller

6. Individual or Joint/Group Filing(Check

3475 EAST FOOTHILL **BOULEVARD**

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PASADENA,, CA 91107

(City)	(State) (Zij	Table I	- Non-Der	ivative Se	curitie	s Acqu	ired, Disposed of	, or Beneficiall	y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
COMMON STOCK	11/11/2015		M	250 (1)	A	\$ 0	9,936	D	
COMMON STOCK	11/11/2015		F	94 (2)	D	\$ 26.5	9,842	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: TETRA TECH INC - Form 4

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)	4. Transactic Code (Instr. 8)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying S	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of Sha	

RESTRICTED

COMMON 250 11/11/2015 11/11/2015 **STOCK** \$0 11/11/2015 M **STOCK UNITS**

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

CARTER BRIAN N

3475 EAST FOOTHILL BOULEVARD **SVP** and Corporate Controller PASADENA,, CA 91107

Signatures

JANIS SALIN for BRIAN N. 11/13/2015 **CARTER**

> **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) Represents the conversion upon vesting of restricted stock units into common stock.
- On November 11, 2015, 250 restricted stock units (RSUs) awarded in November 2011 became vested. Of the vested RSUs, 94 underlying shares 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.

Reporting Owners 2