

CHRISTENSEN CRAIG 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

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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 *
CHRISTENSEN CRAIG L

(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)
11/14/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, CIO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
COMMON STOCK	11/14/2018		G	1,500 (1) D \$ 64.95 (2)	34,400	D	
COMMON STOCK	11/14/2018		M	6,750 A \$ 22.53	41,150	D	
COMMON STOCK	11/14/2018		S	4,371 D \$ 66.314 (3)	36,779	D	
COMMON STOCK	11/14/2018		S	2,379 D \$ 65.3567 (4)	34,400	D	

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

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- (2) The closing trading price of the common stock on the date of the gift was \$64.95 per share.
- (3) \$66.314 is an average price. Shares were sold at prices ranging from \$66.20 to \$66.585 per share.
- (4) \$65.3567 is an average price. Shares were sold at prices ranging from \$65.30 to \$65.40 per share.
- (5) The option was granted on November 11, 2011 and became exercisable as to 25% of the underlying shares on each anniversary date of the grant.
- (6) 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.
- (7) 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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