

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

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 *
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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | Code | V | Amount (1) | (2) | | |
| COMMON STOCK | 11/14/2018 | | G | | 1,500 (1) | \$ 64.95 (2) | 34,400 | D |
| COMMON STOCK | 11/14/2018 | | M | | 6,750 | \$ 22.53 | 41,150 | D |
| COMMON STOCK | 11/14/2018 | | S | | 4,371 | \$ 66.314 (3) | 36,779 | D |
| COMMON STOCK | 11/14/2018 | | S | | 2,379 | \$ 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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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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 22.53 | 11/14/2018 | | M | 6,750 | 11/11/2012 ⁽⁵⁾ 11/11/2019 | COMMON STOCK |
| RESTRICTED STOCK UNITS (RIGHT TO RECEIVE) | \$ 0 ⁽⁶⁾ | 11/15/2018 | | A | 2,156 | 11/18/2019 ⁽⁷⁾ 11/18/2022 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| CHRISTENSEN CRAIG L 3475 EAST FOOTHILL BOULEVARD PASADENA,, CA 91107 | | | SVP, CIO | |

Signatures

/s/ Preston Hopson III, Attorney-in-fact for Craig L. Christensen

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) Bona fide gift. No compensation was given to the donor for the gifting of shares.

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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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