

LEMMON RICHARD A
Form 4
March 14, 2018

FORM 4

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

OMB APPROVAL

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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)
03/12/2018

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, CORPORATE ADMINISTRATION

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	03/12/2018		M	1,461 A \$ 22.53	38,157 ⁽¹⁾	D	
COMMON STOCK	03/12/2018		S	1,461 D \$ 52.25 ⁽²⁾	36,696	D	
COMMON STOCK	03/13/2018		M	200 A \$ 22.53	36,896	D	
COMMON STOCK	03/13/2018		S	200 D \$ 52.0875 ⁽³⁾	36,696	D	

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

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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)	Amount or Number of Shares
STOCK OPTION (RIGHT TO BUY)	\$ 22.53	03/12/2018		M	1,461	11/11/2015 ⁽⁴⁾ 11/11/2019	COMMON STOCK	1,461
STOCK OPTION (RIGHT TO BUY)	\$ 22.53	03/13/2018		M	200	11/11/2015 ⁽⁴⁾ 11/11/2019	COMMON STOCK	200

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

/s/ Steven M. Burdick, Attorney-in-Fact for Richard A. Lemmon

03/14/2018

 **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) The amount of securities beneficially owned has also been updated to reflect the acquisition of 123 shares of common stock pursuant to the Tetra Tech, Inc. Employee Stock Purchase Plan (ESPP) on December 15, 2017.
- (2) All shares were sold at an exact price of \$52.25.
- (3) \$52.0875 is an average price. Shares were sold at prices ranging from \$52.025 to \$52.15 per share.
- (4) The option was fully exercisable on November 11, 2015.

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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