

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  
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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 \*  
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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(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 <sup>(5)</sup> 11/11/2019                     | COMMON STOCK                             |
| RESTRICTED STOCK UNITS (RIGHT TO RECEIVE)  | \$ 0 <sup>(6)</sup>                                    | 11/15/2018                           |  | A                              | 2,156   | 11/18/2019 <sup>(7)</sup> 11/18/2022                     | COMMON STOCK                             |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |          |       |
|--|---------------|-----------|----------|-------|
|  | Director      | 10% Owner | Officer  | Other |
| CHRISTENSEN CRAIG L<br>3475 EAST FOOTHILL BOULEVARD<br>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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