

BROWNLIE WILLIAM R

Form 4

November 22, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWNLIE WILLIAM R

(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)
11/21/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SVP, CHIEF ENGINEER

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
COMMON STOCK	11/21/2017		A	Amount (1) 5,426	(A) or (D) \$ 0 77,359	D	
COMMON STOCK	11/21/2017		A	(2) 5,127	A \$ 0 82,486	D	
COMMON STOCK	11/21/2017		F	(3) 3,967	D \$ 50 78,519	D	
COMMON STOCK	11/21/2017		F	(4) 255	D \$ 50 78,264	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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BROWNLIE WILLIAM R
3475 EAST FOOTHILL BOULEVARD
PASADENA,, CA 91107

SVP, CHIEF
ENGINEER

Signatures

Janis B. Salin for William R.
Brownlie

11/22/2017

__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).

Each performance share unit ("PSU") represents the right to receive one share of Common Stock. The PSUs awarded cliff-vest after a 3-year performance period. The Performance Period was the Company's fiscal years 2015, 2016 and 2017. The number of PSUs earned by the Awardee was determined at the end of the Performance Period by measuring earnings per share ("EPS") growth, which was 35% year-over-year growth. Therefore, 200% of the 2,713 PSUs awarded on November 21, 2014 were earned and vested on November 21, 2017.

Each performance share unit ("PSU") represents the right to receive one share of Common Stock. The PSUs awarded cliff-vest after a 3-year performance period. The Performance Period was the Company's fiscal years 2015, 2016 and 2017. The number of PSUs earned by the Awardee for the Performance Period was determined at the end of the Performance Period by measuring relative total shareholder return ("TSR"), with equal weight given to the selected industry peer group and to the S&P 1000. The TSR peer group performance percentile was 89%, and the TSR S&P 1000 performance percentile was 82%. Straight line interpolation determined the vesting credit percentage. Therefore, 189% of the 2,713 PSUs awarded on November 21, 2014 were earned and vested on November 21, 2017.

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- (3) 3,967 of the shares underlying PSUs which vested on 11/21/2017 were withheld to pay the related tax liability.
- (4) 255 of the shares underlying restricted stock which vested on 11/21/2017 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.

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