

O'Brien Richard D
 Form 4
 March 27, 2019

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 *
 O'Brien Richard D

2. Issuer Name and Ticker or Trading Symbol
 TETRA TECHNOLOGIES INC [TTI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 24955 INTERSTATE 45 N
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/26/2019

____ Director ____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 VP-Finance & Global Controller

THE WOODLANDS, TX 77380
 (City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|-----------------------|------------------------------|------------------|------------|---------------------------------|---------|------------------|-----------------|-------|----------------------------|---------|
| | | | | (Instr. 3, 4, and 5) | | | | | | |
| | | | Code | V | (A) | (D) | | | | |
| Restricted Stock Unit | (1) | 03/26/2019 | A | | 102,902 | | (2) | (2) | Common Stock | 102,902 |
| Restricted Stock Unit | (1) | 03/26/2019 | A | | 67,916 | | (3) | (3) | Common Stock | 67,916 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| O'Brien Richard D 24955 INTERSTATE 45 N THE WOODLANDS, TX 77380 | | | VP-Finance & Global Controller | |

Signatures

Kimberly M. O'Brien, attorney
in fact

03/27/2019

__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) Each restricted stock unit ("RSU") represents the contingent right to receive one share of Issuer's common stock upon vesting of the unit. The closing price of the Issuer's common stock on the date of this RSU award was \$2.36.
- (2) The RSU was granted pursuant to the TETRA Technologies, Inc. 2018 Equity Incentive Plan. Sixty percent of the award will vest on March 26, 2020, and forty percent will vest on March 26, 2021, subject to continued service with the Issuer on each respective vesting date. Vested shares will be delivered to the reporting person on the settlement date unless the Issuer elects to settle the RSUs in cash, or a combination of shares and cash, in the Issuer's sole discretion.
- (3) The RSU was granted pursuant to the TETRA Technologies, Inc. 2018 Equity Incentive Plan. One-third of the award will vest on March 26, 2020, and one-sixth at the completion of each six-month period thereafter until March 26, 2022, subject to continued service with the Issuer on each respective vesting date. Vested shares will be delivered to the reporting person on the settlement date unless the Issuer elects to settle the RSUs in cash, or a combination of shares and cash, in the Issuer's sole discretion.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.