

CHRISTENSEN CRAIG L
Form 4
January 11, 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 *
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)
01/10/2019

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 | 01/10/2019 | | M | 3,400 A \$ 22.53 | 40,841 ⁽¹⁾ | D | |
| COMMON STOCK | 01/10/2019 | | S ⁽²⁾ | 3,400 D \$ 52.7474 ⁽³⁾ | 37,441 | D | |
| COMMON STOCK | 01/10/2019 | | S ⁽²⁾ | 625 D \$ 53 ⁽⁴⁾ | 36,816 | 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)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 22.53 | 01/10/2019 | | M | 3,400 | 11/11/2012 ⁽⁵⁾ 11/11/2019 ⁽⁶⁾ | 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

01/11/2019

__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) Amount of securities beneficially owned have been updated to reflect the acquisition of 51 shares of common stock pursuant to the Tetra Tech, Inc. Employee Stock Purchase Plan (ESPP) on December 14, 2018.
- (2) Pursuant to a 10b5-1 automatic trading plan.
- (3) \$52.7474 is an average price. Shares were sold at prices ranging from \$52.40 to \$53.02 per share.
- (4) All shares sold at an exact price.
- (5) The option became exercisable as to 25% of the shares on each anniversary of the grant date.
- (6) The option expires in the current year.

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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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