

Rynning Mark A
 Form 3
 November 15, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Rynning Mark A (Last) (First) (Middle) 3475 EAST FOOTHILL BOULEVARD (Street) PASADENA, CA 91107 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/06/2017 | 3. Issuer Name and Ticker or Trading Symbol TETRA TECH INC [TTEK] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| COMMON STOCK | 2,550 ⁽¹⁾ | D | CA |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Rynning Mark A 3475 EAST FOOTHILL BOULEVARD PASADENA, CA 91107 | ^ | ^ | ^ SVP | ^ |

Signatures

| | |
|---------------------------------------|------------|
| JANIS B. SALIN FOR MARK A. RYNNING | 11/15/2017 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Includes 2,550 restricted stock units (RSUs) outstanding. The RSUs will entitle the Reporting Person to receive one share of common stock per RSU, pursuant to the terms and conditions of the respective award agreement. 375 RSUs will vest on November 18, 2017, 163
- (1) RSUs will vest on November 20, 2017, 187 RSUs will vest on November 21, 2017, 187 RSUs will vest on November 22, 2017, 375 RSUs will vest on November 18, 2018, 162 RSUs will vest on November 20, 2018, 187 RSUs will vest on November 21, 2018, 375 RSUs will vest on November 18, 2019, 162 RSUs will vest on November 20, 2019, and 375 RSUs will vest on November 18, 2020.

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.