

TETRA TECH INC

Reported by
SHOEMAKER LESLIE L

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/20/24 for the Period Ending 11/18/24

Address	3475 EAST FOOTHILL BOULEVARD PASADENA, CA, 91107
Telephone	6263514664
CIK	0000831641
Symbol	TTEK
SIC Code	8711 - Services-Engineering Services
Industry	Environmental Services & Equipment
Sector	Industrials
Fiscal Year	09/29

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * SHOEMAKER LESLIE L <small>(Last) (First) (Middle)</small> 3475 EAST FOOTHILL BOULEVARD <small>(Street)</small> PASADENA, CA 91107 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol TETRA TECH INC [TTEK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Chief Sustainability
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/18/2024</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
COMMON STOCK	11/18/2024		M		3,685	A	\$0	299,700	D	
COMMON STOCK	11/18/2024		M		2,520	A	\$0	302,220	D	
COMMON STOCK	11/18/2024		M		3,170	A	\$0	305,390	D	
COMMON STOCK	11/18/2024		F		5,166 ⁽¹⁾	D	\$41.12	300,224	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
RESTRICTED STOCK UNITS (RIGHT TO RECEIVE) ⁽²⁾	\$0	11/18/2024		M		3,685		11/18/2021 ⁽³⁾	⁽⁴⁾	COMMON STOCK	3,685 ⁽⁵⁾	\$0	0	D	
RESTRICTED STOCK UNITS (RIGHT TO RECEIVE) ⁽²⁾	\$0	11/18/2024		M		2,520		11/18/2022 ⁽³⁾	⁽⁴⁾	COMMON STOCK	2,520 ⁽⁶⁾	\$0	2,520	D	
RESTRICTED STOCK UNITS (RIGHT TO RECEIVE) ⁽²⁾	\$0	11/18/2024		M		3,170		11/18/2023 ⁽³⁾	⁽⁴⁾	COMMON STOCK	3,170 ⁽⁷⁾	\$0	6,335	D	

Explanation of Responses:

- (1) Represents the shares underlying restricted stock units (RSUs) withheld to pay the related tax liability.
- (2) Represents an award RSUs, each unit of which represents a contingent right to receive one share of Tetra Tech common stock.
- (3) The RSUs become vested as to 25% of the shares on the first anniversary date, and 25% of the shares on each anniversary date thereafter until fully vested.
- (4) The RSUs are exercisable at the time of vesting and do not have a set expiration date.
- (5) On September 6, 2024, the balance of 737 shares was updated pursuant to a 5 to 1 forward stock split, resulting in an additional 2,948 shares of common stock.

- (6) On September 6, 2024, the balance of 1,008 shares was updated pursuant to a 5 to 1 forward stock split, resulting in an additional 4,032 shares of common stock.
- (7) On September 6, 2024, the balance of 1,901 shares was updated pursuant to a 5 to 1 forward stock split, resulting in an additional 7,604 shares of common stock.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHOEMAKER LESLIE L 3475 EAST FOOTHILL BOULEVARD PASADENA, CA 91107			EVP, Chief Sustainability	

Signatures

/s/ Preston Hopson, Attorney-in-fact for Leslie L. Shoemaker

11/20/2024

**Signature of Reporting Person

Date

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

* 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).

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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