

WALLACE BASS C JR
Form 4
February 26, 2018

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 *
WALLACE BASS C JR

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 NORTH
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2018

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Sr VP & General Counsel

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/22/2018 | | A | | 52,494 | A | \$ 0 (1) |
| Common Stock | 02/22/2018 | | F | | 3,048 | D | \$ 3.87 (2) |
| Common Stock | | | | | 35,698 | I | (3) |

by 401(k) Plan

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 3.87 | 02/22/2018 | | A | 54,645 | (4) 02/22/2028 | Common Stock | 54,645 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WALLACE BASS C JR 24955 INTERSTATE 45 NORTH THE WOODLANDS, TX 77380 | | | Sr VP & General Counsel | |

Signatures

Kimberly M. O'Brien, attorney
in fact 02/26/2018

__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).
- This restricted stock award was granted pursuant to the TETRA Technologies, Inc. Third Amended and Restated 2011 Long Term Incentive Compensation Plan. One-third of the award will vest on February 22, 2019, and one-sixth at the completion of each six-month period thereafter until February 22, 2021.
- (1) Incentive Compensation Plan. One-third of the award will vest on February 22, 2019, and one-sixth at the completion of each six-month period thereafter until February 22, 2021.
 - (2) Reflects shares surrendered to the Issuer to satisfy tax withholding obligations upon the vesting of restricted stock granted on February 22, 2017.
 - (3) Rounded. Reflects shares held for the Reporting Person's account by the Trustee of TETRA Technologies, Inc. 401(k) Retirement Plan as of December 31, 2017.
- This stock option award was granted pursuant to the TETRA Technologies, Inc. Third Amended and Restated 2011 Long Term Incentive Compensation Plan. One-third of the award will vest on February 22, 2019, and the remaining stock options will vest in monthly installments thereafter until February 22, 2021.

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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