

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q/A

Quarterly report pursuant to sections 13 or 15(d) [amend]

Filing Date: **1999-09-10** | Period of Report: **1999-06-30**
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FILER

TENNECO INC /DE

CIK: **1024725** | IRS No.: **760515284** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **10-Q/A** | Act: **34** | File No.: **001-12387** | Film No.: **99709834**
SIC: **3523** Farm machinery & equipment

Mailing Address
*1010 MILAM STREET
ROOM T 2560B
HOUSTON TX 77002*

Business Address
*1275 KING STREET
GREENWICH CT 06831
2038631000*

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A

(AMENDMENT NO. 1)

(mark one)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 1999

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

COMMISSION FILE NUMBER 1-12387

TENNECO INC.

(Exact name of registrant as specified in its charter)

<TABLE>

<S>

DELAWARE

(State or other jurisdiction of
incorporation or organization)

<C>

76-0515284

(I.R.S. Employer
Identification No.)

1275 KING STREET, GREENWICH, CT
(Address of principal executive
offices)

06831
(Zip Code)

</TABLE>

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (203) 863-1000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No []

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

Common Stock, par value \$.01 per share: 170,409,064 shares as of June 30, 1999.

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Tenneco Inc. (the "Company" or the "Registrant") hereby amends Item 4 of its Quarterly Report on Form 10-Q for the quarter ended June 30, 1999 as follows:

ITEM 4. SUBMISSION OF MATTERS TO VOTE OF SECURITY HOLDERS

The Annual Meeting of Shareowners of the Company was held on May 11, 1999. The following matters were voted upon at the meeting and the votes cast for, against, or withheld, as well as the number of abstentions and broker non-votes, as to each such matter is also included:

(a) Elections of directors for a term to expire at the year 2002 Annual Meeting of Shareowners:

<TABLE>
<CAPTION>

	FOR -----	WITHHELD -----
<S>	<C>	<C>
Sir David Plastow.....	143,386,811	7,277,866
Paul T. Stecko.....	146,580,861	4,083,836

</TABLE>

(b) To approve the appointment of Arthur Andersen LLP as independent public accountants for Tenneco Inc. for the year 1999:

FOR	AGAINST	ABSTAINED	BROKER NON-VOTE
148,996,255	1,120,390	583,699	-0-

(c) To approve of a stockholder proposal to establish the annual elections of directors whereby directors would be elected annually and not by classes:

FOR	AGAINST	ABSTAINED	BROKER NON-VOTE
80,473,124	55,265,742	1,758,134	13,203,344

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TENNECO INC.

By: /s/ ROBERT T. BLAKELY

Robert T. Blakely
Executive Vice President and
Chief Financial Officer

Date: September 10, 1999

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