

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-17** | Period of Report: **2013-01-15**
SEC Accession No. [0001181431-13-003717](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

Sherrill Gregg M

CIK: **1293040**

Type: **4** | Act: **34** | File No.: **001-12387** | Film No.: **13535758**

Mailing Address

5757 N. GREEN BAY
AVENUE

P.O. BOX 591

MILWAUKEE WI 53201-0591

Business Address

414-524-2363

ISSUER

TENNECO INC

CIK: **1024725** | IRS No.: **760515284** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **3714** Motor vehicle parts & accessories

Mailing Address

500 N FIELD DR

ROOM T 2560B

LAKE FOREST IL 60045

Business Address

500 NORTH FIELD DRIVE

LAKE FOREST IL 60045

847-482-50

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Sherrill Gregg M			2. Issuer Name and Ticker or Trading Symbol TENNECO INC [TEN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman & CEO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/15/2013			
500 NORTH FIELD DRIVE						
(Street)			4. 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	
LAKE FOREST, IL 60045						
(City)	(State)	(Zip)				

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	(A) or (D)	Price			
Common Stock	01/15/2013		J	(1)	17,222	A	\$ 0	300,804	D	
Common Stock	01/15/2013		F	(2)	5,655	D	\$36.02	295,149	D	
Common Stock	01/15/2013		J	(1)	17,222	D	\$ 0	75,443 (3)	D	
Common Stock	01/16/2013		A	(4)	46,287	A	\$ 0	121,730 (3)	D	

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 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
Employee Stock Options (Right to Acquire)	\$36.29	01/16/2013		A	(5)	79,830		(5)	01/15/2020	Common Stock	79,830	(5)	79,830	D	

Explanation of Responses:

1. Reflects vesting of restricted stock, which is now being reported as non-restricted stock.
2. Reflects disposition of shares to the Issuer in form of share withholding to satisfy tax obligations in connection with the vesting of restricted stock.
3. Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
4. Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date.
5. Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date.

Signatures

/s/James D. Harrington, Attorney-in-fact for Gregg Sherrill

** Signature of Reporting Person

01/17/2013

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.