

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-23** | Period of Report: **2013-01-18**  
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(HTML Version on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

**Harrington James D.**

CIK: **1463530**

Type: **4** | Act: **34** | File No.: **001-12387** | Film No.: **13543598**

Mailing Address  
*500 NORTH FIELD DRIVE  
LAKE FOREST IL 60045*

### 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  
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## 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 <b>Harrington James D.</b>			2. Issuer Name and Ticker or Trading Symbol <b>TENNECO INC [TEN]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Senior Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/18/2013</b>					
500 NORTH FIELD DRIVE			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 ____ Form Filed by More than One Reporting Person		
(Street)								
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	01/18/2013		J <sup>(1)</sup>		2,155	A	\$ 0	13,791	D	
Common Stock	01/18/2013		F <sup>(2)</sup>		678	D	\$36.25	13,113	D	
Common Stock	01/18/2013		J <sup>(1)</sup>		2,155	D	\$ 0	13,471 <sup>(3)</sup>	D	
Common Stock	01/19/2013		J <sup>(1)</sup>		1,366	A	\$ 0	14,479	D	
Common Stock	01/19/2013		F <sup>(2)</sup>		439	D	\$36.25	14,040	D	
Common Stock	01/19/2012		J <sup>(1)</sup>		1,366	D	\$ 0	12,105 <sup>(3)</sup>	D	
Common Stock								11,102 <sup>(4)</sup>	I	By 401(k)

**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)
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