

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)

REPORTING OWNER

NAIR HARI N

CIK: **1239783**

Type: **4** | Act: **34** | File No.: **001-12387** | Film No.: **13543626**

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

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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 NAIR HARIN			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) Chief Operating Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/18/2013			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		
500 N. FIELD DRIVE (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					
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 ⁽¹⁾		6,631	A	\$ 0	107,071	D	
Common Stock	01/18/2013		F ⁽²⁾		2,146	D	\$36.25	104,925	D	
Common Stock	01/18/2013		J ⁽¹⁾		6,631	D	\$ 0	40,700 ⁽³⁾	D	
Common Stock	01/19/2013		J ⁽¹⁾		4,720	A	\$ 0	109,645	D	
Common Stock	01/19/2013		F ⁽²⁾		1,527	D	\$36.25	108,118	D	
Common Stock	01/19/2013		J ⁽¹⁾		4,720	D	\$ 0	35,980 ⁽³⁾	D	
Common Stock								3,951 ⁽⁴⁾	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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