

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-04** | Period of Report: **2007-12-01**  
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### 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

### REPORTING OWNER

#### CRAMB CHARLES W JR

CIK: **1203059**  
Type: **4** | Act: **34** | File No.: **001-12387** | Film No.: **071282984**

Mailing Address  
C/O GILLETTE COMPAY  
PRUDENTIAL TOWER  
BUILDING  
BOSTON MA 02199

# 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 <b>CRAMB CHARLES W JR</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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/01/2007</b>					
<b>AVON PRODUCTS, INC., 1345 AVENUE OF THE AMERICAS</b>			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		
(Street) <b>NEW YORK, NY 10105-0196</b>								
(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								4,500	D	
Common Stock								3,500 <sup>(1)</sup>	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
Stock Equivalent Units	\$ 0 <sup>(2)</sup>	12/01/2007		A		55		<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	55	\$30.45	55	D	

**Explanation of Responses:**

1. Reflects grant of restricted stock to the Reporting Person pursuant to Rule 16b-3, all of which vest on the first anniversary of the grant date.
2. 1-for-1
3. Stock equivalent units awarded pursuant to Rule 16b-3 in payment of Board of Directors' fees, and are to be settled in cash or stock upon or following termination of service as a director.

**Signatures**

/s/ James D. Harrington, Attorney-in-fact for Charles W. Cramb

\*\* Signature of Reporting Person

12/03/2007

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.**