TRAMMELL KENNETH R

Form 4/A

February 13, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

SECURITIES

Estimated average burden hours per response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TRAMMELL KENNETH R	2. Issuer Name and Ticker or Trading Symbol TENNECO INC [TEN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check an applicable)			
500 NORTH FIELD DRIVE	(Month/Day/Year) 01/15/2009	Director 10% Owner _X_ Officer (give title Other (specify below) Exec. Vice President and CFO			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
LAKE FOREST, IL 60045	Filed(Month/Day/Year) 01/20/2009 FOREST, IL 60045				

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction	4. Securities Acquired on(A) or Disposed of (D)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)			Owned Following Reported Transaction(s)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	01/15/2009		J <u>(1)</u>	4,667	A	\$0	39,454	D	
Common Stock	01/15/2009		F(2)	1,667	D	\$ 2.3	37,787	D	
Common Stock	01/15/2009		J <u>(1)</u>	4,667	D	\$0	22,333 (3) (4)	D	
Common Stock	01/16/2009		J <u>(1)</u>	9,000	A	\$0	46,787	D	
Common Stock	01/16/2009		F(2)	3,214	D	\$ 2.25	43,573	D	

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Common Stock	01/16/2009	J (1)	9,000	D	\$0	13,333 (3) (4)	D	
Common						4,393 <u>(5)</u>	I	By 401(K)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips						
	Director	10% Owner	Officer	Other			
TRAMMELL KENNETH R							

TRAMMELL KENNETH R
500 NORTH FIELD DRIVE Exec. Vice President and CFO
LAKE FOREST, IL 60045

Signatures

/s/James D. Harrington, Attorney-in-fact for Kenneth R.
Trammell 02/13/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Reflects vesting of restricted stock, which is now being reported as non-restricted stock.

(2)

Reporting Owners 2

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Reflects disposition of shares to the Issuer in the form of share withholding to satisfy tax obligation in connection with vesting of restricted stock described above.

- (3) Reflects recalculation of restricted shares of Common Stock owned by the Reporting Person after the vesting of restricted stock from the Form 4 filed on January 20, 2009 and from the Form 4 filed on January 22, 2009.
- (4) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (5) Reflects shares allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.