TENNECO INC Form 4 January 19, 2011

# FORM 4

### **OMB APPROVAL** OMB

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January 31,

2005

0.5

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* PRICE DAVID B JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

TENNECO INC [TEN]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

01/15/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X\_ Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### LAKE FOREST, IL 60045

500 NORTH FIELD DRIVE

(Street)

(City)	(State) (Z	Zip) Table	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)				5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial			
(IIISU. 3)		any (Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)  (A)  or  Amount (D) Price		Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)			
Common Stock	01/15/2011		J <u>(1)</u>	2,250	A	\$ 0	51,084	D			
Common Stock	01/15/2011		<u>J(1)</u>	2,250	D	\$0	0	D			
Common Stock	01/19/2011		A(2)	1,982	A	\$0	1,982 (2)	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Nun	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

PRICE DAVID B JR 500 NORTH FIELD DRIVE X LAKE FOREST, IL 60045

### **Signatures**

/s/ James Harrington, Attorney-in-fact for David B. Price, Jr.

01/19/2011

\*\*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).
- Reflects vesting of restricted stock granted to the Reporting Person pursuant to Rule 16b-3, which is now being reported as non-restricted **(1)** stock.
- Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3, all of which vest on the first anniversary of the grant **(2)**

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.

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