

TENNECO INC
Form 4
November 20, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
Harrington James D.

(Last) (First) (Middle)
500 NORTH FIELD DRIVE
(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TENNECO INC [TEN]

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 | 11/18/2014 | | M ⁽¹⁾ | 1,700 A \$ 23.75 | 19,493 | D | |
| Common Stock | 11/18/2014 | | M ⁽¹⁾ | 3,120 A \$ 1.99 | 22,613 | D | |
| Common Stock | 11/18/2014 | | M ⁽¹⁾ | 12,159 A \$ 6.61 | 34,772 | D | |
| Common Stock | 11/18/2014 | | S ⁽¹⁾ | 16,979 D \$ 56.5 ⁽²⁾ | 17,793 | D | |
| Common Stock | | | | | 10,488 ⁽³⁾ | D | |

Common Stock 10,907 ⁽⁴⁾ I By 401(k)

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

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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 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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Options (Right to Buy) | \$ 23.75 | 11/18/2014 | | M ⁽¹⁾ | 1,700 | ⁽⁵⁾ 01/14/2015 | Common Stock 1,700 |
| Employee Stock Options (Right to Buy) | \$ 1.99 | 11/18/2014 | | M ⁽¹⁾ | 3,120 | ⁽⁷⁾ 01/21/2016 | Common Stock 3,120 |
| Employee Stock Options (Right to Buy) | \$ 6.61 | 11/18/2014 | | M ⁽¹⁾ | 12,159 | ⁽⁸⁾ 05/31/2016 | Common Stock 12,159 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Harrington James D. 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045 | | | Senior Vice President | |

Signatures

/s/ James D.
Harrington

11/20/2014

 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 cashless exercise of stock options which were granted pursuant to Rule 16b-3.
- (2) The Common Stock sold by the Reporting Person and reported herein were sold at a range of between \$56.37 and \$56.602 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.
- (3) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (4) Reflects shares allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.
- (5) The stock options exercised by the Reporting Person vested in three equal installments on January 15, 2009, January 15, 2010 and January 15, 2011.
- (6) Reflects stock options granted pursuant to Rule 16b-3.
- (7) The stock options exercised by the Reporting Person vested in three equal installments on January 22, 2010, January 22, 2011 and January 22, 2012.
- (8) The stock options exercised by the Reporting Person vested in three equal installments on June 1, 2010, June 1, 2011 and June 1, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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