

TENNECO INC
Form 3
May 19, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Ä Zimmerman J Jeffrey</p> <p>(Last) (First) (Middle)</p> <p>500 NORTH FIELD DRIVE</p> <p>(Street)</p> <p>LAKE FOREST, Ä IL Ä 60045</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/09/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TENNECO INC [TEN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>VP - Law and Corp. Sec.</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,208	D	Ä
Common Stock	5,416 ⁽¹⁾	D	Ä
Common Stock	3,405 ⁽²⁾	I	By 401(K)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (Right to Buy)	Â (3)	01/20/2014	Common Stock	800	\$ 8.68	D	Â
Employee Stock Options (Right to Buy)	Â (4)	07/01/2011	Common Stock	400	\$ 13.05	D	Â
Employee Stock Options (Right to Buy)	Â (5)	01/16/2012	Common Stock	2,000	\$ 16	D	Â
Employee Stock Options (Right to Buy)	Â (6)	01/16/2013	Common Stock	1,750	\$ 21.19	D	Â
Employee Stock Options (Right to Buy)	Â (7)	03/17/2013	Common Stock	250	\$ 21.6	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zimmerman J Jeffrey 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045	Â	Â	Â VP - Law and Corp. Sec.	Â

Signatures

/s/ Timothy R. Donovan, Attorney-in-fact for J. Jeffrey Zimmerman 05/18/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 restricted stock granted to the Reporting Person.
- (2) Reflects shares allocated to, and indirectly held by, Reporting Person under the Issuer's 401(K) Plan (the "Plan Shares").
- (3) 400 options are currently exercisable and the remaining 400 options will become exercisable on January 20, 2007
- (4) 134 options are currently exercisable, 133 options will become exercisable on July 1, 2006 and 133 options will become exercisable on July 1, 2007.
- (5) 667 options are currently exercisable, 666 options will become exercisable on January 16, 2007 and 667 options will become exercisable on January 16, 2008.
- (6) 584 options will become exercisable on January 16, 2007, 583 options will become exercisable on January 16, 2008 and 583 options will become exercisable on January 16, 2009.
- (7) 84 options will become exercisable on March 17, 2007, 83 options will become exercisable on March 17, 2008 and 83 options will become exercisable on March 17, 2009.

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Remarks:

See Power of Attorney for Mr. Zimmerman (Exhibit 99.1).

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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