

TENNECO INC
Form 4/A
June 07, 2006

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 *
Schneider Richard P

(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)
09/09/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
09/13/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
S. VP - Global Admin.

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	09/09/2005		M ⁽¹⁾	7,400 A \$ 3.77	42,540	D	
Common Stock	09/09/2005		S ⁽²⁾	7,400 D \$ 18.5124	35,140	D	
Common Stock	09/12/2005		M ⁽¹⁾	9,200 A \$ 3.77	44,340	D	
Common Stock	09/12/2005		S ⁽²⁾	9,200 D \$ 18.5035	35,140	D	
Common Stock					29,500 ⁽³⁾	D	

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

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(9-02)

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 Option (Right to Buy)	\$ 3.77	09/09/2005		M ⁽¹⁾	7,400	01/21/2004	01/21/2013	Common Stock	7,400
Employee Stock Option (Right to Buy)	\$ 3.77					01/21/2005	01/21/2013	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 3.77					01/21/2006	01/21/2013	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 3.77	09/12/2005		M ⁽¹⁾	2,600	01/21/2004	01/21/2013	Common Stock	2,600
Employee Stock Option (Right to Buy)	\$ 3.77	09/12/2005		M ⁽¹⁾	6,600	01/21/2005	01/21/2013	Common Stock	6,600
Employee Stock	\$ 3.77					01/21/2006	01/21/2013	Common Stock	10,000

Option
(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schneider Richard P 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045			S. VP - Global Admin.	

Signatures

/s/ Timothy R. Donovan, Attorney-in-fact for Richard P.
Schneider

06/07/2006

__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 exercise of stock options which were granted pursuant to Rule 16b-3.
- (2) Reflects sale of common stock received upon exercise of stock options which were granted pursuant to Rule 16b-3.
- (3) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (4) Reflects stock options granted pursuant to Rule 16b-3.

Remarks:

This amendment corrects the original Form 4 filing, which incorrectly reported the September 9, 2005 exercise of 2,400 Employee Stock Options with an exercise price of \$8.56 per share and 5,000 Employee Stock Options with an exercise price of \$3.77 per share. Reporting Person actually exercised 7,400 Employee Stock Options with an exercise price of \$3.77 per share on September 9,

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