

TENNECO INC
Form 8-K
May 14, 2010

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

**FORM 8-K
Current Report
Pursuant To Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 14, 2010 (May 12, 2010)

TENNECO INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-12387
(Commission File Number)

76-0515284
(I.R.S. Employer
Identification No.)

500 NORTH FIELD DRIVE, LAKE FOREST,
ILLINOIS

60045

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (847) 482-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 12, 2010, Tenneco Inc. (the Company) held its 2010 Annual Meeting of Stockholders. The stockholders voted on the matters set forth below.

1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:

| Nominee | Votes For | Votes Against | Abstentions | Broker Non Votes |
|---------------------|------------------|----------------------|--------------------|-----------------------------|
| Charles W. Cramb | 49,171,782 | 441,020 | 125,481 | 4,829,115 |
| Dennis J. Letham | 48,366,756 | 1,237,205 | 134,322 | 4,829,115 |
| Frank E. Macher | 49,354,475 | 250,573 | 133,235 | 4,829,115 |
| Hari N. Nair | 49,181,511 | 430,418 | 126,354 | 4,829,115 |
| Roger B. Porter | 48,739,422 | 859,923 | 138,938 | 4,829,115 |
| David B. Price, Jr. | 49,358,063 | 269,531 | 110,689 | 4,829,115 |
| Gregg M. Sherrill | 48,790,934 | 874,990 | 72,359 | 4,829,115 |
| Paul T. Stecko | 47,365,064 | 2,217,581 | 155,638 | 4,829,115 |
| Mitsunobu Takeuchi | 49,309,293 | 189,424 | 239,566 | 4,829,115 |
| Jane L. Warner | 48,230,764 | 1,311,786 | 195,733 | 4,829,115 |

2. The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for the fiscal year 2010 was approved based upon the following votes:

| | |
|---------------|------------|
| Votes for | 54,402,524 |
| Votes against | 128,930 |
| Abstentions | 35,944 |

There were no broker non-votes for this item.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TENNECO INC.

Date: May 14, 2010

By: /s/ James D. Harrington
James D. Harrington
Senior Vice President, General Counsel
and
Corporate Secretary