TENNECO INC
Form 3
November 03, 2014

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)

1. Name and Address of Reporting Person *
Â Guo Peng
(Last) (First) (Middle)

500 N. FIELD DRIVE
(Street)

LAKE FORESR,Â ILÂ 60045
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
10/23/2014

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr VP & Gen'l Mgr-Asia Pacific

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

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

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	114,799	D	Â
Common Stock	728 (1)	D	Â
Common Stock	1,714 (2)	D	Â
Common Stock	1,941 (3)	D	Â
Common Stock	62,706	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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (Right to Acquire)	Â (4)	01/14/2015	Common Stock	1,250	$ 23.75	D	Â
Employee Stock Options (Right to Acquire)	Â (4)	07/14/2015	Common Stock	226	$ 12.3	D	Â
Employee Stock Options (Right to Acquire)	Â (4)	01/21/2016	Common Stock	3,120	$ 1.99	D	Â
Employee Stock Options (Right to Acquire)	Â (4)	01/14/2017	Common Stock	1,563	$ 19.48	D	Â
Employee Stock Options (Right to Acquire)	Â (4)	03/31/2017	Common Stock	1,623	$ 24.27	D	Â
Employee Stock Options (Right to Acquire)	Â (4)	01/18/2018	Common Stock	1,650	$ 45.42	D	Â
Employee Stock Options (Right to Acquire)	Â (4)	07/19/2018	Common Stock	373	$ 43.2	D	Â
Employee Stock Options (Right to Acquire)	Â (5)	01/17/2019	Common Stock	3,535	$ 29.83	D	Â
Employee Stock Options (Right to Acquire)	Â (6)	01/15/2020	Common Stock	4,434	$ 36.29	D	Â
Employee Stock Options (Right to Acquire)	Â (7)	01/14/2021	Common Stock	3,321	$ 56.23	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guo Peng 500 N. FIELD DRIVE LAKE FORESR,Â ILÂ 60045	Â	Â	Â Sr VP & Gen'l Mgr-Asia Pacific	Â

Signatures

/s/James D. Harrington, Attorney-in-Fact	11/03/2014
**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 grant of restricted stock to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date. The restricted stock reflected above becomes vested on January 18, 2015.

(2) Reflects grant of restricted stock to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date. The restricted stock relected above becomes vested in equal installments on January 16, 2015 and January 16, 2016.

(3) Reflects grant of restricted stock to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date. The restricted stock relected above becomes vested in equal installments on January 15, 2015, January 15, 2016 and January 15, 2017.

(4) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one third of which vested on each of the first three anniversaries of the grant date. All of the stock options have become vested.

(5) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date. The first installment vested on January 18, 2013, the second installment vested on January 18, 2014 and the third installment becomes vested on January 18, 2015.

(6) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date. The first installment vested on January 16, 2014, the second installment becomes vested on January 16, 2015 and the third installment becomes vested on January 16, 2016.

(7) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date. The first installment becomes vested on January 15, 2015, the second installment becomes vested on January 15, 2016 and the third installment becomes vested on January 15, 2017.

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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