

TENNECO INC

Form 4

November 20, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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
____X____ Officer (give title below) ____ Other (specify below)

Senior Vice President

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 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)
Common Stock	11/18/2014		M ⁽¹⁾	V Amount (A) or (D) Price 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	

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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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(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 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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