

TENNECO INC

Form 4

December 15, 2015

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 *
Pomaranski Joseph A.

(Last) (First) (Middle)

1 INTERNATIONAL DRIVE

(Street)

MONROE, MI 48161

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2015

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 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	12/11/2015		M ⁽¹⁾	8,080 A \$ 1.99	34,764	D	
Common Stock	12/11/2015		S ⁽¹⁾	3,200 D \$ 47.3	31,564	D	
Common Stock	12/11/2015		S ⁽¹⁾	4,880 D \$ 48.42	26,684	D	
Common Stock					4,607 ⁽³⁾	D	

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)	8. Amount or Number of Shares
Employee Stock Options (Right to Acquire)	\$ 1.99	12/11/2015		M ⁽¹⁾	8,080	⁽⁴⁾ 01/21/2016	Common Stock	8,080

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Pomaranski Joseph A. 1 INTERNATIONAL DRIVE MONROE, MI 48161	Senior Vice President

Signatures

/s/James D. Harrington, Attorney-in-fact for Joseph A.
Pomaranski

12/15/2015

__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 \$48.40 and \$48.485 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)

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The stock options exercised by the Reporting Person vested in three equal installments on January 22, 2010, January 22, 2011 and January 22, 2012.

(5) Reflects stock options granted pursuant to Rule 16b-3.

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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