

Fornos Josep
Form 3
July 15, 2010

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)

| | | | | | |
|--|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Fornos Josep</p> <p>(Last) (First) (Middle)</p> <p>AVENUE DU BOURGET 50</p> <p>(Street)</p> <p>BRUSSELS,Â C9Â 1130</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/13/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TENNECO INC [TEN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SR VP & GM</p> <p>Europe/SoAmer/India</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|--|

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 | 15,450 | D | Â |
| Common Stock | 1,133 ⁽¹⁾ | D | Â |
| Common Stock | 1,039 ⁽²⁾ | D | Â |
| Common Stock | 7,353 ⁽³⁾ | D | Â |
| Common Stock | 7,537 ⁽⁴⁾ | D | Â |

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)

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| 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 (5) | 01/19/2014 | Common Stock | 2,500 | \$ 8.68 | D | Â |
| Employee Stock Options (Right to Acquire) | Â (5) | 01/15/2012 | Common Stock | 2,500 | \$ 16 | D | Â |
| Employee Stock Options (Right to Acquire) | Â (5) | 01/15/2013 | Common Stock | 2,000 | \$ 21.19 | D | Â |
| Employee Stock Options (Right to Acquire) | Â (5) | 01/15/2014 | Common Stock | 3,800 | \$ 26.7 | D | Â |
| Employee Stock Options (Right to Acquire) | Â (5) | 03/05/2014 | Common Stock | 2,795 | \$ 24.08 | D | Â |
| Employee Stock Options (Right to Acquire) | Â (6) | 01/14/2015 | Common Stock | 6,800 | \$ 23.75 | D | Â |
| Employee Stock Options (Right to Acquire) | Â (7) | 06/30/2018 | Common Stock | 3,117 | \$ 13.58 | D | Â |
| Employee Stock Options (Right to Acquire) | Â (8) | 01/21/2016 | Common Stock | 23,860 | \$ 1.99 | D | Â |
| Employee Stock Options (Right to Acquire) | Â (9) | 01/14/2017 | Common Stock | 11,769 | \$ 19.48 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fornos Josep AVENUE DU BOURGET 50 BRUSSELS, C9 1130 | Â | Â | Â SR VP & GM Europe/SoAmer/India | Â |

Signatures

/s/James D. Harrington, Attorney-in-fact for Josep Fornos 07/15/2010

__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-03, one third of which vest on each of the first three anniversaries of the grant date. The first installment vested on January 15, 2009, the second installment vested on January 15, 2010 and

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the third installment becomes vested on January 15, 2011.

(2) Reflects grant of restricted stock to the Reporting Person pursuant to Rule 16b-03, one third of which vest on each of the first three anniversaries of the grant date. The first installment vested on July 1, 2009, the second installment vested on July 1, 2010 and the third installment becomes vested on July 1, 2011.

(3) Reflects grant of restricted stock to the Reporting Person pursuant to Rule 16b-03, one third of which vest on each of the first three anniversaries of the grant date. The first installment vested on January 22, 2010, the second installment becomes vested on January 22, 2011 and the third installment becomes vested on January 22, 2012.

(4) Reflects grant of restricted stock to the Reporting Person pursuant to Rule 16b-03, one third of which vest on each of the first three anniversaries of the grant date. The first installment becomes vested on January 15, 2011, the second installment becomes vested on January 15, 2012 and the third installment becomes vested on January 15, 2013.

(5) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-03, one third of which vest on each of the first three anniversaries of the grant date. All of the stock options have vested.

(6) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-03, one third of which vest on each of the first three anniversaries of the grant date. The first installment vested on January 14, 2009, the second installment vested on January 14, 2010 and the third installment becomes vested on January 14, 2011.

(7) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-03, one third of which vest on each of the first three anniversaries of the grant date. The first installment vested on July 1, 2009, the second installment vested on July 1, 2010 and the third installment becomes vested on July 1, 2011.

(8) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-03, one third of which vest on each of the first three anniversaries of the grant date. The first installment vested on January 22, 2010, the second installment becomes vested on January 22, 2011 and the third installment becomes vested on January 22, 2012.

(9) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-03, one third of which vest on each of the first three anniversaries of the grant date. The first installment becomes vested on January 15, 2011, the second installment becomes vested on January 15, 2012 and the third installment becomes vested on January 15, 2013.

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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