Novas Paul D Form 4 June 06, 2011

## FORM 4

#### OMB APPROVAL

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Novas Paul D			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			TENNECO INC [TEN]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
500 NORTH FIELD DRIVE			06/02/2011	_X_ Officer (give title Other (specify below)			
				VP and Controller			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line)			
			Filed(Month/Day/Year)				
				_X_ Form filed by One Reporting Person			
LAKE FOREST, IL 60045				Form filed by More than One Reporting			

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	ecuritie	s Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		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					` '		104,900	D	
Common Stock							8,158 <u>(1)</u>	D	
Common Stock							3,667 <u>(2)</u>	I	By 401(K)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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#### Edgar Filing: Novas Paul D - Form 4

#### number.

# 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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day	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	
Stock Equivalent Units	\$ 0 (3)	06/02/2011		A	11,489	<u>(4)</u>	<u>(4)</u>	Common Stock	11,489	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Novas Paul D

500 NORTH FIELD DRIVE VP and Controller

LAKE FOREST, IL 60045

## **Signatures**

/s/James D. Harrington, Attorney-in-fact for Paul D.
Novas

06/06/2011

\*\*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 restricted stock granted pursuant to Rule 16b-3.
- (2) Reflects shares allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.
- (**3**) 1-for-1
- (4) Previously deferred compensation invested by the Reporting Person in Stock Equivalent Units under the Company's Incentive Deferral Plan. The deferred amount will be settled, at the Company's option, in cash or stock in July 2012.
- (5) The remaining deferred amount of 91,914 Stock Equivalent Units will be settled, at the Company's option, in cash or stock in January 2023.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2