

YANOS NEAL
Form 4
November 06, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
YANOS NEAL

(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)
11/05/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP, North America

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/05/2012		M ⁽¹⁾		25,000	A	\$ 3.77
Common Stock	11/05/2012		M ⁽¹⁾		2,500	A	\$ 3.74
Common Stock	11/05/2012		M ⁽¹⁾		10,000	A	\$ 21.19
Common Stock	11/05/2012		S ⁽¹⁾		37,500	D	\$ 32.71
Common Stock							\$ <u>(2)</u>
Common Stock							20,345 ⁽³⁾

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Common Stock 4,281 ⁽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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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)	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 3.77	11/05/2012		M ⁽¹⁾	25,000	⁽⁵⁾ 01/20/2013	Common Stock	25,000
Employee Stock Options (Right to Buy)	\$ 3.74	11/05/2012		M ⁽¹⁾	2,500	⁽⁷⁾ 06/30/2013	Common Stock	2,500
Employee Stock Options (Right to Buy)	\$ 21.19	11/05/2012		M ⁽¹⁾	10,000	⁽⁸⁾ 01/15/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YANOS NEAL 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045			Exec. VP, North America	

Signatures

/s/James D. Harrington, Attorney-in-fact for Neal
Yanos

11/06/2012

__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. The transaction was effected pursuant to a plan adopted under Rule 10b5-1.
 - (2) The Common Stock reported herein as being sold were sold at a range of between \$30.90 and \$31.4122 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) All stock options were exercisable as of 01/21/2006.
 - (6) Reflects stock options granted pursuant to Rule 16b-3.
 - (7) All stock options were exercisable as of 07/01/2006.
 - (8) All stock options were exercisable as of 01/16/2009.

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.