

Fornos Josep
Form 4
January 17, 2013

FORM 4

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

OMB APPROVAL

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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 *
Fornos Josep

(Last) (First) (Middle)
AVENUE DU BOURGET 50
(Street)

BRUSSELS, C9 1130

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2013

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)
Executive Vice President

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/15/2013		J ⁽¹⁾	2,511 A	\$ 0 34,391	D	
Common Stock	01/15/2013		J ⁽¹⁾	2,511 D	\$ 0 10,197 ⁽²⁾	D	
Common Stock	01/16/2013		A ⁽³⁾	8,571 A	\$ 0 18,768 ⁽²⁾	D	
Common Stock	01/16/2013		F ⁽⁴⁾	2,572 D	\$ 36.29 16,196 ⁽²⁾	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Options (Right to Acquire)	\$ 36.29	01/16/2013		A ⁽⁵⁾	14,784	<u>(5)</u> 01/15/2020	Common Stock	14,784	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fornos Josep AVENUE DU BOURGET 50 BRUSSELS, C9 1130			Executive Vice President	

Signatures

/s/James D. Harrington, Attorney-in-fact for Josep Fornos
 **Signature of Reporting Person
 Date

01/17/2013

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 vesting of restricted stock, which is now being reported as non-restricted stock.
- (2) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date. Shares to be disposed to the Issuer in the form of share withholding to satisfy tax obligations in connection with the granting of restricted stock will be accelerated to vest on the grant date.
- (3) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date. Shares to be disposed to the Issuer in the form of share withholding to satisfy tax obligations in connection with the granting of restricted stock will be accelerated to vest on the grant date.
- (4) Reflects disposition of shares to the Issuer in the form of share withholding to satisfy tax obligations in connection with the granting of restricted stock.

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- (5) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date.

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.