### Edgar Filing: Harrington James D. - Form 4

Harrington J Form 4												
January 23, FORN Check th	<b>14</b> UNITED S	STATES		RITIES A shington,			NGE C	OMMISSION		PROVAL 3235-0287		
Form 5 obligation <i>See</i> Instr 1(b).	section 17(a	Section 1 Public Ut	<b>SECUR</b> 6(a) of the	Expires: January 31 200 Estimated average burden hours per response 0. n								
(Print or Type		*								<i></i>		
Harrington James D. S.			Symbol	2. Issuer Name and Ticker or Trading Symbol TENNECO INC [TEN]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	(liddle)	3. Date of Earliest Transaction (Chec						ck all applicable)			
500 NORT	H FIELD DRIVE		(Month/D 01/18/20	-				Director X Officer (give below) Senio		Owner er (specify t		
	(Street)			ndment, Da h/Day/Year	-	1		6. Individual or Jo Applicable Line) _X_Form filed by 0	One Reporting Pe	rson		
LAKE FOR	REST, IL 60045							Form filed by M Person	lore than One Re	porting		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V 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)			
Common Stock	01/18/2013			J <u>(1)</u>	2,155	A	\$ 0	13,791	D			
Common Stock	01/18/2013			F <u>(2)</u>	678	D	\$ 36.25	13,113	D			
Common Stock	01/18/2013			J <u>(1)</u>	2,155	D	\$0	13,471 <u>(3)</u>	D			
Common Stock	01/19/2013			J <u>(1)</u>	1,366	А	\$0	14,479	D			
Common Stock	01/19/2013			F <u>(2)</u>	439	D	\$ 36.25	14,040	D			

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Common Stock	01/19/2012	J <u>(1)</u>	1,366	D	\$0	12,105 <u>(3)</u>	D	
Common Stock						11,102 (4)	Ι	By 401(k)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control 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)	4. Transactio Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed		ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
				of (D)						(Instr
				(Instr. 3, 4, and 5)						
			Code V		Date Exercisable	Expiration Date	Title	Amount or Number of		
			Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Harrington James D. 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045			Senior Vice President					
Olamature a								

## Signatures

Reporting Person

James D. 01/23/2013 Harrington \*\*Signature of

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 vesting of restricted stock, which is now being reported as non-restricted stock.

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- (2) Reflects disposition of shares to the Issuer in the form of share withholding to satisfy tax obligations in connection with the vesting of restricted stock.
- (3) Reflects resticted 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.

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.