JACKSON TIMOTHY E

Form 4

January 23, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * JACKSON TIMOTHY E

(First)

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

TENNECO INC [TEN]

(Check all applicable)

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

Director

10% Owner Other (specify

500 NORTH FIELD DRIVE 01/18/2013

(Middle)

_X__ Officer (give title below)

Executive Vice President

6. Individual or Joint/Group Filing(Check

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAKE FOREST, IL 60045

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	01/18/2013		<u>J(1)</u>	151	A	\$ 0	89,528	D		
Common Stock	01/18/2013		<u>J(1)</u>	151	D	\$0	16,254 <u>(2)</u>	D		
Common Stock	01/19/2013		<u>J(1)</u>	572	A	\$0	90,100	D		
Common Stock	01/19/2013		<u>J(1)</u>	572	D	\$0	15,682 <u>(2)</u>	D		
Common Stock							4,267 <u>(3)</u>	I	By 401(K)	

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

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(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount of		Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)]
		Derivative				Securities			(Instr.	3 and 4)		(
Security					Acquired						J	
					(A) or]	
						Disposed						7
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration Date	Title Num			
							Exercisable			of		
					Code V	(A) (D)						
					Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JACKSON TIMOTHY E 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045

Executive Vice President

Signatures

/s/James D. Harrington, Attorney-in-fact for Timothy E. Jackson

01/23/2013

**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 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.
- (3) 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.

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