TENNECO INC Form 4 October 04, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

| 1. Name and Addr YANOS NEAI | | ng Person * | 2. Issuer Name and Ticker or Trading Symbol TENNECO INC [TEN] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--------------------------------|-------------|-------------|--|--|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| 500 NORTH FIELD DRIVE | | VE | (Month/Day/Year) 10/02/2013 | Director 10% OwnerX Officer (give title Other (specify below) Executive Vice President | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| LAKE FORES | T, IL 60045 | 5 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

| | | | | | | | Cison | | |
|--------------------------------------|---|---|---|---------------------------------------|--------|--------------------|--|--|---|
| (City) | (State) | (Zip) Tabl | e I - Non-D | Perivative S | Securi | ties Acqu | ired, Disposed of | , or Beneficiall | y 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. Securit on(A) or Dis (Instr. 3, 4) | sposed | of (D) | 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 | 10/02/2013 | | M(1) | 20,380 | | | 89,014 | D | |
| Common Stock | 10/02/2013 | | S(1) | 20,380 | D | \$ 52.52 (2) | 68,634 | D | |
| Common Stock | | | | | | | 19,578 <u>(3)</u> | D | |
| Common Stock | | | | | | | 4,213 <u>(4)</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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SEC 1474 (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. Transactic Code (Instr. 8) | 5. Number of onDerivative 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) | |
|---|---|---|---|--|---|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (Right to Buy) | \$ 1.99 | 10/02/2013 | | M <u>(1)</u> | 20,380 | <u>(5)</u> | 01/21/2016 | Common Stock | 20,380 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

YANOS NEAL 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045

Executive Vice President

Signatures

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

10/04/2013

**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 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 \$52.50 and \$52.55 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.

Reporting Owners 2

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- (5) The stock options exercised by the Reporting Person vested in three equal installments on January 22, 2010, January 22, 2011 and January 22, 2012.
- (6) Reflects stock options granted pursuant to Rule 16b-3.

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.