## Edgar Filing: TENNECO INC - Form 4

TENNECO Form 4												
January 21, 2 FORN Check th if no long subject to Section 1 Form 4 c Form 5 obligatio may com <i>See</i> Instr 1(b).	<b>1 4</b> UNITED S is box ger 5 5 6 6. or 5 5 5 5 5 5 5 5 5 5 5 5 5	ENT OF uant to So ) of the P	Was CHAN ection 10 ublic Ut	Shingto GES I SEC 6(a) of ility H	on, IN I UR f the Iold	D.C. 20 BENEF ITIES	549 ICIA ies E ipany	<b>L OW</b> xchange y Act of	OMMISSION NERSHIP OF e Act of 1934, 1935 or Section 0	OMB Number: Expires: Estimated a burden hour response		
(Print or Type ]												
			2. Issuer Name <b>and</b> Ticker or Trading Symbol TENNECO INC [TEN]						5. Relationship of Reporting Person(s) to Issuer			
(Last)					•				(Check all applicable)			
(Mon				Inoth/Day/Year)					Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President			
Filed(Mon				endment, Date Original nth/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
(City)	(State) (	Zip)							Person			
		•			n-D			-	uired, Disposed of		•	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr.	8)	4. Securi n(A) or Di (Instr. 3,	spose 4 and (A) or	d of (D) 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)	Indirect Beneficial	
Common Stock	01/16/2015			$\frac{J^{(1)}}{J^{(1)}}$	V	Amount 2,143	(D) A	Price \$ 0	20,777	D		
Common Stock	01/16/2015			F <u>(2)</u>		712	D	\$ 49.97	20,065	D		
Common Stock	01/16/2015			J <u>(1)</u>		2,143	D	\$ 0	6,996 <u>(3)</u>	D		
Common Stock	01/18/2015			J <u>(1)</u>		2,155	A	\$0	22,220	D		
Common Stock	01/18/2015			F <u>(2)</u>		697	D	\$ 49.97	21,523	D		

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Common Stock	01/18/2015	J <u>(1)</u>	2,155	D	\$0	4,841 <u>(3)</u>	D	
Common Stock						10,907 <u>(4)</u>	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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				(Instr. 3, 4, and 5)				Amount or		
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Number of 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						
<u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u><u></u></u>									

# Signatures

/s/James D. 01/21/2015 Harrington \*\*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). \*\*

Reflects vesting of restricted stock granted to the Reporting Person pursuant to Rule 16b-3, which is now being reported as non-restricted (1) 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 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.

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.