TENNECO INC
Form 3
July 27, 2006

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF 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 *
Â Novas Paul D

(Last) (First) (Middle)

500 NORTH FIELD DRIVE

(Street)

LAKE FOREST,Â ILÂ 60045

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
07/19/2006

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
VP and Controller

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,180	D	Â
Common Stock	11,833 (1)	D	Â
Common Stock	3,917	I	By 401(k)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	12/12/2016	Common Stock	3,765	$ 24.07	D	Â
Employee Stock Option (Right to Buy)	Â (2)	01/13/2018	Common Stock	5,647	$ 19.82	D	Â
Employee Stock Option (Right to Buy)	Â (2)	07/21/2008	Common Stock	9,412	$ 19.46	D	Â
Employee Stock Option (Right to Buy)	Â (2)	11/05/2009	Common Stock	10,000	$ 8.56	D	Â
Employee Stock Option (Right to Buy)	Â (2)	01/09/2011	Common Stock	10,000	$ 3.66	D	Â
Employee Stock Option (Right to Buy)	Â (2)	12/05/2011	Common Stock	30,000	$ 1.57	D	Â
Employee Stock Option (Right to Buy)	Â (2)	01/21/2013	Common Stock	15,000	$ 3.77	D	Â
Employee Stock Option (Right to Buy)	Â (3)	01/20/2014	Common Stock	5,000	$ 8.68	D	Â
Employee Stock Option (Right to Buy)	Â (4)	01/14/2012	Common Stock	5,000	$ 16	D	Â
Employee Stock Option (Right to Buy)	Â (5)	01/16/2013	Common Stock	2,500	$ 21.19	D	Â
Employee Stock Option (Right to Buy)	Â (6)	03/17/2013	Common Stock	1,000	$ 21.6	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Novas Paul D 500 NORTH FIELD DRIVE LAKE FOREST,Â ILÂ 60045	Â	Â	Â VP and Controller	Â

Signatures

/s/Timothy R. Donovan, Attorney-in-fact for Paul D. Novas	07/27/2006
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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 restricted stock granted to the Reporting Person pursuant to Rule 16b-3. Of the shares, 1,666 will vest on January 14, 2007, 834 will vest on January 16, 2007, 5,000 will vest on January 20, 2007, 334 will vest on March 17, 2007, 1,667 will vest on January 14, 2008, 833 will vest on January 16, 2008, 333 will vest on March 17, 2008, 833 will vest on January 16, 2009 and 333 will vest on March 17, 2009.

(2) All Employee Stock Options (Right to Buy) have vested.

(3) 1,667 Employee Stock Options (Right to Buy) vested on January 20, 2005, 1,666 Employee Stock Options (Right to Buy) vested on January 20, 2006 and 1,667 Employee Stock Option (Right to Buy) will vest on January 20, 2007.

(4) 1,667 Employee Stock Options (Right to Buy) vested on January 14, 2006, 1,666 Employee Stock Options (Right to Buy) will vest on January 14, 2007 and 1,667 Employee Stock Option (Right to Buy) will vest on January 14, 2008.

(5) 834 Employee Stock Options (Right to Buy) will vest on January 16, 2007, 833 Employee Stock Options (Right to Buy) will vest on January 16, 2008 and 833 Employee Stock Option (Right to Buy) will vest on January 16, 2009.

(6) 334 Employee Stock Options (Right to Buy) will vest on March 16, 2007, 333 Employee Stock Options (Right to Buy) will vest on March 16, 2008 and 333 Employee Stock Options (Right to Buy) will vest on March16, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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