

NAIR HARI N
Form 4
October 25, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *

NAIR HARI N

(Last) (First) (Middle)
500 N. FIELD DRIVE
(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TENNECO INC [TEN]

3. Date of Earliest Transaction (Month/Day/Year)
10/21/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Operating Officer

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/21/2011 | | M ⁽¹⁾ | | 13,483 | A | \$ 0 |
| Common Stock | 10/21/2011 | | S ⁽¹⁾ | | 13,483 | D | \$ 34 |
| Common Stock | 10/24/2011 | | M ⁽¹⁾ | | 23,184 | A | \$ 0 |
| Common Stock | 10/24/2011 | | M ⁽¹⁾ | | 18,000 | A | \$ 0 |
| Common Stock | 10/24/2011 | | S ⁽¹⁾ | | 41,184 | D | \$ 34.19 |
| | | | | | | | <u>(2)</u> |

| | | | |
|--------------|-----------------------|---|-----------|
| Common Stock | 39,986 ⁽³⁾ | D | |
| Common Stock | 4,019 ⁽⁴⁾ | I | By 401(K) |

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

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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. Transaction Code (Instr. 8) | 5. Number of Derivative 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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Options (Right to Buy) | \$ 1.57 | 10/21/2011 | | M ⁽¹⁾ | 13,483 | ⁽⁵⁾ 12/04/2011 | Common Stock | 13,483 |
| Stock Options (Right to Buy) | \$ 1.57 | 10/24/2011 | | M ⁽¹⁾ | 23,184 | ⁽⁵⁾ 12/04/2011 | Common Stock | 23,184 |
| Stock Options (Right to Buy) | \$ 16 | 10/24/2011 | | M ⁽¹⁾ | 18,000 | ⁽⁶⁾ 01/16/2012 | Common Stock | 18,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NAIR HARI N 500 N. FIELD DRIVE LAKE FOREST, IL 60045 | X | | Chief Operating Officer | |

Signatures

/s/James D. Harrington, Attorney-in-fact for Hari
N. Nair

10/25/2011

__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 transactions were effected pursuant to a plan adopted under Rule 10b5-1 on September 7, 2011.
 - (2) The Common Stock reported herein as being sold were sold at a range of between \$34.00 and \$34.55 per share. The sale price reported above represents the weighted average purchase 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 stock allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.
 - (5) All stock options were exercisable as of December 5, 2004.
 - (6) All stock options were exercisable as of January 17, 2008.
 - (7) 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.