BAUER BRENT J

Form 4

January 21, 2011

## FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

49,903

3,744 (4)

D

Ι

January 31, 2005

0.5

Estimated average

burden hours per response...

**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

2. Issuer Name and Ticker or Trading

1(b).

Common

Common

Stock

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

BAUER BE	Symbol	Symbol TENNECO INC [TEN]				Issuer (Check all applicable)			
(Last)	(First) (N		of Earliest Tr	ransaction			`	**	
ONE INTE	`	(Month/Day/Year) 01/19/2011				Director 10% Owner Senior Vice President Other (specify below)			
		. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MONROE,	MI 48161						Form filed by l Person	More than One Re	porting
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securon(A) or D (Instr. 3,	4 and (A) or	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct Indirect (D) or Beneficial Indirect (I) (Instr. 4) (Instr. 4)	
Common Stock	01/19/2011		A(1)	4,471	A	\$ 0	14,785 (2)	D	
Common Stock	01/19/2011		F(3)	1,419	D	\$ 45.42	13,366 <u>(2)</u>	D	

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

By 401(K)

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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. Transacti Code (Instr. 8)	5. Number owf 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Acquire)	\$ 45.42	01/19/2011		A(5)	7,072	<u>(5)</u>	01/18/2018	Common Stock	7,072

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAUER BRENT J

ONE INTERNATIONAL DRIVE

MONROE, MI 48161

Senior Vice President

### **Signatures**

/s/James D. Harrington, Attorney-in-fact for Brent J. Bauer

01/21/2011

\*\*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).
- Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3. One third of the restricted stock granted vest on each of (1) the first three anniversaries of the grant date. Shares to be disposed to the Issuer in the form of share withholding to satisfy tax obligations in connection with the granting of restricted stock will be accelerated to vest on the grant date.
- (2) Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3.

**(3)** 

Reporting Owners 2

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Reflects disposition of shares to the Issuer in the form of share withholding to satisfy tax obligations in connection with the granting of restricted stock pursuant to the United States Internal Revenue Code.

- (4) Reflects shares allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.
- (5) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three anniversaries of the grant date.

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.