Edgar Filing: TENNECO INC - Form 4

TENNECO IN	IC						
Form 4 January 04, 20	12						
					OMB A	PPROVAL	
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number: 3235						3235-0287	
						rs per	
(Print or Type Res	sponses)						
1. Name and Add PRICE DAVI	dress of Reporting Po D B JR	Symbol	Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Mi	ddle) 3. Date of	Earliest Transaction	(Chec.	k all applicable	e)	
500 NORTH	FIELD DRIVE	(Month/Da 12/31/20	ay/Year)	XDirector10% Owner Officer (give titleOther (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
	(Street)		ndment, Date Original th/Day/Year)				
LAKE FORE	ST, IL 60045			Form filed by M Person	lore than One Re	eporting	
(City)	(State) (Z	Zip) Table	e I - Non-Derivative Securities Ac	quired, Disposed of	, or Beneficial	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock				51,084	D		
Common Stock				1,982 <u>(1)</u>	D		

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

Persons who respond to the collection of information contained in this form are not 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)

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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. Transact Code (Instr. 8)	5. Number iom f Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	7 (A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Equivalent Units	\$ 0 <u>(2)</u>	12/31/2011		А	27.98	(3)	(3)	Common Stock	27.98	\$ 2

Reporting Owners

Reporting Owner Name / Address		Relationsh				
	Director	10% Owner	Officer	Other		
PRICE DAVID B JR 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045	Х					
Signatures						
/s/ James Harrington, Attorney Price, Jr.	01/04/2012					
<u>**</u> Signature of Repor	Date					
Evaluation of Decremons.						

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 restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (2) 1-for-1
- (3) Stock equivalent units granted pursuant to Rule 16b-3 in payment of Board of Directors' fees, and are to be settled in cash or stock upon or following termination of service as a director.

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.