Charlton Michael John Form 4 January 17, 2013

## FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

burden hours per

Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Charlton Michael John			2. Issuer Name <b>and</b> Ticker or Trading Symbol TENNECO INC [TEN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
500 NORTH FIELD DRIVE			01/15/2013	_X_ Officer (give title Other (specify below)			
				Senior Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
LAKE FORE	ST, IL 6004	15		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	etion Date 2A. Deemed ay/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securit Transaction(A) or Dis Code (Instr. 3, 4 (Instr. 8)		d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	01/15/2013		<u>J(1)</u>	2,511	A	\$ 0	7,799	D		
Common Stock	01/15/2013		F(2)	879	D	\$ 36.02	6,920	D		
Common Stock	01/15/2013		<u>J(1)</u>	2,511	D	\$ 0	8,202 (3)	D		
Common Stock	01/16/2013		A(4)	5,571	A	\$ 0	13,773 (3)	D		
Common Stock	01/16/2013		F(5)	1,950	D	\$ 36.29	11,823 (3)	D		

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exer	cisable and	7. Title and	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof Derivative	Expiration D	ate	Underlying	Securities
Security	or Exercise		any	Code	Securities	(Month/Day	(Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired				
	Derivative				(A) or				
	Security				Disposed of				
					(D)				
				(Instr. 3, 4,					
					and 5)				
									Amount
						D-4-	Ei4i		or
						Date Exercisable	Expiration Date	Title	Number
						Exercisable	Date		of
				Code V	(A) (D)				Shares
Employee									
Employee									
Stock				<i>(</i> 0)		(6)		Common	
Options	\$ 36.29	01/16/2013		$A_{\underline{(6)}}$	9,609	(6)	01/15/2020	Stock	9,609
(Right to								Stock	
Buy)									

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Charlton Michael John 500 NORTH FIELD DRIVE

LAKE FOREST, IL 60045

Senior Vice President

# **Signatures**

James D. Harrington, Attorney-in-fact for Michael J.
Charlton

01/17/2013

\*\*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 vesting of restricted stock, which is now being reported as non-restricted stock.
- (2) Reflects disposition of shares to the Issuer in 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.

Reporting Owners 2

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- Reflects restricted stock granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three

  (4) 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 granting of the restricted stock will be accelerated to vest on the grant date.
- (5) 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.
- (6) 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.