Edgar Filing: TENNECO INC - Form 4

TENNECO	INC										
Form 4	2015										
January 05, 2	ЛЛ								OMB AF	PROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check th if no long	ger								Expires:	January 31, 2005	
subject to Section 1 Form 4 c	l6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								average rs per 0.5	
Form 5 obligatio may com <i>See</i> Instr 1(b).	ns Section 17(a) of the l	Public U		ling Con	ipany	Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type]	Responses)										
1. Name and Address of Reporting Person <u>*</u> NAIR HARI N			2. Issuer Name and Ticker or Trading Symbol TENNECO INC [TEN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (1	Middle)	3. Date of	Earliest Transaction			(Clicch	an applicable)			
			(Month/Day/Year) 01/01/2015					_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Dther (specify below) Chief Operating Officer			
				mendment, Date Original 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 			
LAKE FOR	EST, IL 60045							Person	lore than One Re	porung	
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	curity (Month/Day/Year) Execution Date		n Date, if	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
~				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	01/01/2015			J <u>(1)</u>	11,605	А	\$0	131,391	D		
Common Stock	01/01/2015			F <u>(2)</u>	11,605	D	\$ 57.05	119,786	D		
Common Stock	01/01/2015			J <u>(1)</u>	11,605	D	\$0	18,353 <u>(3)</u>	D		
Common Stock								3,882 <u>(4)</u>	Ι	By 401(K)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
						Date	Expiration	Title	Amount or Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Ot				
NAIR HARI N 500 N. FIELD DRIVE LAKE FOREST, IL 60045	Х		Chief Operating Officer					
Signatures								
/s/James D. Harrington, Attorn N. Nair	01/05/2015							

**Signature of Reporting Person

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).

Date

- (1) Reflects vesting of restricted stock, which is now being reported as non-restricted stock.
- Reflects disposition of shares to the Issuer in the form of share withholding to satisfy tax obligations in connection with the deemed (2)vesting, for federal income tax purposes, of restricted stock held by the Reporting Person.
- (3) Reflects restricted stock granted the Reporting Person pursuant to Rule 16b-3.
- (4) Reflects shares allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.

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.