

TENNECO INC  
Form 4  
June 11, 2013

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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## 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 \*  
JACKSON TIMOTHY E

(Last) (First) (Middle)

500 NORTH 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)  
06/07/2013

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)

Executive Vice President

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                    | 06/07/2013                           |                                                    | M <sup>(1)</sup>               |                                                                   | 5,906                                                                                         | A                                                        | \$ 8.68                           |
| Common Stock                    | 06/07/2013                           |                                                    | M <sup>(1)</sup>               |                                                                   | 15,400                                                                                        | A                                                        | \$ 26.7                           |
| Common Stock                    | 06/07/2013                           |                                                    | S <sup>(1)</sup>               |                                                                   | 21,306                                                                                        | D                                                        | \$ 45 <sup>(2)</sup>              |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 14,193 <sup>(3)</sup>             |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 4,238 <sup>(4)</sup>              |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               | I                                                        | By 401(K)                         |

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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 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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee Stock Options (Right to Buy)      | \$ 8.68                                                | 06/07/2013                           |                                                    | M                              | 5,906                                                                                   | <sup>(5)</sup> 01/19/2014                                | Common Stock                                                  | 5,906                      |
| Employee Stock Options (Right to Buy)      | \$ 26.7                                                | 06/07/2013                           |                                                    | M                              | 15,400                                                                                  | <sup>(7)</sup> 01/15/2014                                | Common Stock                                                  | 15,400                     |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                          |       |
|---------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                     | Director      | 10% Owner | Officer                  | Other |
| JACKSON TIMOTHY E<br>500 NORTH FIELD DRIVE<br>LAKE FOREST, IL 60045 |               |           | Executive Vice President |       |

## Signatures

/s/James D. Harrington, Attorney-in-fact for Timothy E. Jackson 06/11/2013

\_\_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).

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- (1) Reflects cashless exercise of stock options which were granted pursuant to Rule 16b-3. The transaction was effected pursuant to a plan adopted under Rule 10b5-1.
- (2) The Common Stock reported herein as being sold were sold at a range of between \$45.00 and \$45.017 per share. The sale price reported above represents the weighted average sale 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 shares allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(k) Plan.
- (5) The stock options vested in three equal installments on January 20, 2005, January 20, 2006 and January 20, 2007.
- (6) Reflects stock options granted pursuant to Rule 16b-3.
- (7) The stock options vested in three equal installments on January 16, 2008, January 16, 2009 and January 16, 2010.

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.