

TENNECO INC  
Form 3  
November 03, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Pomaranski Joseph A.</p> <p>(Last) (First) (Middle)</p> <p>1 INTERNATIONAL DRIVE</p> <p>(Street)</p> <p>MONROE,Â MIÂ 48161</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/23/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TENNECO INC [TEN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Sr VP &amp; Genl Mgr-Global*</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	24,745	D	Â
Common Stock	1,027 <sup>(1)</sup>	D	Â
Common Stock	1,772 <sup>(2)</sup>	D	Â
Common Stock	1,140 <sup>(3)</sup>	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (Right to Acquire)	Â (4)	01/14/2015	Common Stock	4,400	\$ 23.75	D	Â
Employee Stock Options (Right to Acquire)	Â (4)	01/21/2016	Common Stock	8,080	\$ 1.99	D	Â
Employee Stock Options (Right to Acquire)	Â (4)	01/14/2017	Common Stock	7,596	\$ 19.48	D	Â
Employee Stock Options (Right to Acquire)	Â (4)	01/18/2018	Common Stock	3,654	\$ 45.42	D	Â
Employee Stock Options (Right to Acquire)	Â (5)	01/17/2019	Common Stock	4,981	\$ 29.83	D	Â
Employee Stock Options (Right to Acquire)	Â (6)	01/15/2020	Common Stock	4,584	\$ 36.29	D	Â
Employee Stock Options (Right to Acquire)	Â (7)	01/14/2021	Common Stock	2,859	\$ 56.23	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pomaranski Joseph A. 1 INTERNATIONAL DRIVE MONROE, MI 48161	Â	Â	Â Sr VP & Genl Mgr-Global*	Â

## Signatures

/s/James D. Harrington,  
Attorney-in-Fact

11/03/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 grant of restricted stock 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. The restricted stock reflected above becomes vested on January 18, 2015.  
Reflects grant of restricted stock 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. The restricted stock reflected above becomes vested in equal installments on January 16, 2015 and January 16, 2016.
  - (2) 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. On the grant date, 531 shares vested and were disposed to the Issuer in the form of share withholding to satisfy tax obligations in connection with the granting of restricted stock. 26 shares become vested on January 15, 2015, 557 shares become vested on January 15, 2016 and 557 shares become vested on January 15, 2017.
  - (3)

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- (4) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one third of which vested on each of the first three anniversaries of the grant date. All of the stock options have become vested.
- Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three
- (5) anniversaries of the grant date. The first installment vested on January 18, 2013, the second installment vested on January 18, 2014 and the third installment becomes vested on January 18, 2015.
- Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three
- (6) anniversaries of the grant date. The first installment vested on January 16, 2014, the second installment becomes vested on January 16, 2015 and the third installment becomes vested on January 16, 2016.
- Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of the first three
- (7) anniversaries of the grant date. The first installment becomes vested on January 15, 2015, the second installment becomes vested on January 15, 2016 and the third installment becomes vested on January 15, 2017.

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### Remarks:

\*Aftermarket

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.