

TENNECO INC  
Form 3  
March 05, 2015

**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 Kunz John E</p> <p>(Last) (First) (Middle)</p> <p>500 NORTH FIELD DRIVE</p> <p>(Street)</p> <p>LAKE FOREST,Â ILÂ 60045</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/01/2015</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>Vice President &amp; Controller</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> |
|--|---|---|--|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 26,237   | D   | Â  |
| Common Stock                       | 1,029 <sup>(1)</sup>                                     | D   | Â  |
| Common Stock                       | 1,294 <sup>(2)</sup>                                     | D   | Â  |
| Common Stock                       | 3,525 <sup>(3)</sup>                                     | D   | Â  |
| Common Stock                       | 120  | I   | By Daughter  |
| Common Stock                       | 215  | I   | By Son   |
| Common Stock                       | 155  | I   | By Son   |
| Common Stock                       | 3,083 <sup>(4)</sup>                                     | I   | By 401(K)  |

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

SEC 1473 (7-02)

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required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |   |
| Employee Stock Options<br>(Right to Acquire)  | Â (5)  | 01/21/2016         | Common<br>Stock  | 12,480                           | \$ 1.99  | D  | Â   |
| Employee Stock Options<br>(Right to Acquire)  | Â (5)  | 01/14/2017         | Common<br>Stock  | 8,322                            | \$ 19.48   | D  | Â   |
| Employee Stock Options<br>(Right to Acquire)  | Â (5)  | 01/18/2018         | Common<br>Stock  | 4,243                            | \$ 45.42   | D  | Â   |
| Employee Stock Options<br>(Right to Acquire)  | Â (5)  | 01/17/2019         | Common<br>Stock  | 5,785                            | \$ 29.83   | D  | Â   |
| Employee Stock Options<br>(Right to Acquire)  | Â (6)  | 01/15/2020         | Common<br>Stock  | 5,322                            | \$ 36.29   | D  | Â   |
| Employee Stock Options<br>(Right to Acquire)  | Â (7)  | 01/14/2021         | Common<br>Stock  | 3,321                            | \$ 56.23   | D  | Â   |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Kunz John E<br>500 NORTH FIELD DRIVE<br>LAKE FOREST, IL 60045 | Â             | Â         | Â Vice President & Controller | Â     |

## Signatures

/s/ James D. Harrington, Attorney-in-fact for John E. Kunz 03/05/2015

\_\_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 restricted stock 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. The restricted stock reflected above becomes vested on January 16, 2016.
  - (2) Reflects restricted stock 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. The restricted stock reflected above becomes vested in equal installments on January 15, 2016 and January

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15, 2017.

(3) Reflects restricted stock 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. The restricted stock reflected above becomes vested in equal installments on February 4, 2016, February 4, 2017 and February 4, 2018.

(4) Reflects stock allocated to, and indirectly held by, the Reporting Person under the Issuer's 401(K) Plan.

(5) 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.

(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. The first installment vested on January 16, 2014, the second installment vested on January 16, 2015 and the third installment becomes vested on January 16, 2016.

(7) 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. The first installment vested on January 15, 2015, the second installment becomes vested on January 15, 2016 and the third installment becomes vested on January 15, 2017.

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.