

TENNECO INC
Form 4
July 20, 2006

FORM 4

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

OMB APPROVAL

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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 *
PERKINS JAMES ARTHUR JR

(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)
07/18/2006

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)

VP and Controller

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 | 07/18/2006 | | M ⁽¹⁾ | 1,493 A \$ 12.14 | 2,301 | D | |
| Common Stock | 07/18/2006 | | M ⁽¹⁾ | 834 A \$ 16 | 3,135 | D | |
| Common Stock | 07/18/2006 | | F ⁽²⁾ | 293 D \$ 21.77 | 2,842 | D | |
| Common Stock | 07/19/2006 | | D | 9,249 ⁽³⁾ D \$ 0 | 0 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 12.14 | 07/18/2006 | | M | 746 | 02/09/2005 02/09/2014 | Common Stock | 746 |
| Employee Stock Option (Right to Buy) | \$ 12.14 | 07/18/2006 | | M | 747 | 02/09/2006 02/09/2014 | Common Stock | 747 |
| Employee Stock Option (Right to Buy) | \$ 12.14 | 07/19/2006 | | <u>D</u> ⁽⁵⁾ | 747 | 02/09/2007 02/09/2014 | Common Stock | 747 |
| Employee Stock Option (Right to Buy) | \$ 16 | 07/18/2006 | | M | 834 | 01/16/2006 01/16/2012 | Common Stock | 834 |
| Employee Stock Option (Right to Buy) | \$ 16 | 07/19/2006 | | <u>D</u> ⁽⁵⁾ | 833 | 01/16/2007 01/16/2012 | Common Stock | 833 |
| Employee Stock | \$ 16 | 07/19/2006 | | <u>D</u> ⁽⁵⁾ | 833 | 01/16/2008 01/16/2012 | Common Stock | 833 |

| | | | | | | | | | |
|--|----------|------------|------------------|-----|------------|------------|-----------------|-----|--|
| Option (Right to Buy) | | | | | | | | | |
| Employee Stock Option (Right to Buy) | \$ 21.19 | 07/19/2006 | D ⁽⁵⁾ | 667 | 01/16/2007 | 01/16/2013 | Common Stock | 667 | |
| Employee Stock Option (Right to Buy) | \$ 21.19 | 07/19/2006 | D ⁽⁵⁾ | 666 | 01/16/2008 | 01/16/2013 | Common Stock | 666 | |
| Employee Stock Option (Right to Buy) | \$ 21.19 | 07/19/2006 | D ⁽⁵⁾ | 666 | 01/16/2009 | 01/16/2013 | Common Stock | 666 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PERKINS JAMES ARTHUR JR 500 NORTH FIELD DRIVE LAKE FOREST, IL 60045 | | | VP and Controller | |

Signatures

/s/Timothy R. Donovan, Attorney-in-fact for James Perkins 07/20/2006

__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) Shares received upon exercise of Employee Stock Option.
- (2) Reflects disposition of shares to the Issuer in form of share withholding to satisfy tax obligation in connection with the exercise of Employee Stock Options.
- (3) Reflects forfeiture of restricted stock granted to the Reporting Person pursuant to Rule 16b-3.
- (4) Reflects stock options granted pursuant to Rule 16b-3.
- (5) Reflects forfeiture of stock options granted pursuant to Rule 16b-3.

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.