

TENNECO INC
Form 4
December 16, 2013

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 *
Novas Paul D

(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)
12/12/2013

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)
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	12/12/2013		M ⁽¹⁾		7,200	A	\$ 26.7
Common Stock	12/12/2013		S ⁽¹⁾		7,200	D	\$ 55.6 ⁽²⁾
Common Stock							4,306 ⁽³⁾
Common Stock							17,512 ⁽⁴⁾
						I	By 401(K)

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

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- (3) Reflects restricted stock granted 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 exercised by the Reporting Person vested in three equal installments on January 16, 2008, January 16, 2009 and January 16, 2010.
- (6) Reflects stock options granted pursuant to Rule 16b-3.
- (7) 1-for-1
- (8) Represents a Discretionary Transaction that is exempt from Section 16(b) pursuant to Rule 16b-3(f).
Previously deferred compensation invested by the Reporting Person in Stock Equivalent Units under the Issuer's Incentive Deferral Plan.
- (9) The deferred amount will be settled, at the Issuer's option, in cash or stock on 01/01/2025 or, if earlier, upon the Reporting Person's separation from service with the Issuer.
- (10) The remaining deferred amount of Stock Equivalent Units will be settled, at the Issuer's option, in cash or stock as follows: 91,914 on 01/01/2023 and 11,489 on 01/01/2024 or, in each case if earlier, upon the Reporting Person's separation from service with the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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