TENNECO INC
Form DEFA14A
April 06, 2011

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant þ
Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement
o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
o Definitive Proxy Statement
þ Definitive Additional Materials
o Soliciting Material Pursuant to §240.14a-12

Tenneco Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

þ No fee required.
o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

SEC 1913 (02-02) **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 control number.**

***** Exercise Your *Right* to Vote *** Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on <mtgdate>. May 18, 2011 Meeting Information *TENNECO INC.* Meeting Type:** Annual Meeting <mtgtype> **For holders as of:** March 21, 2011 <recdate> **Date:** May 18, 2011 **Time:** 10:00 AM CDT <mtgtime> A **Location:** Tenneco Headquarters 500 North Field Drive C Lake Forest, Illinois 60045 BARCODE You are receiving this communication because you hold *TENNECO INC.* shares in the above named company. *500 N. FIELD DRIVE LAKE FOREST, IL 60045 ATN: JAMES D. HARRINGTON* This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an Investor Address Line 1 overview of the more complete proxy materials that are **15 12 1** available to you on the Internet. You may view the proxy Investor Address Line 2 Investor Address Line 3 **OF** materials online at *www.proxyvote.com* or easily request a Investor Address Line 4 paper copy (see reverse side). Investor Address Line 5 **2** R1.0.0.11699 John Sample We encourage you to access and review all of the important 1234 ANYWHERE STREET information contained in the proxy materials before voting. ANY CITY, ON A1A 1A1 1 **See the reverse side of this notice to obtain** 0000098337 **proxy materials and voting instructions.** Broadridge Internal Use Only Job # Envelope # Sequence # # of # Sequence #

Before You Vote How to Access the Proxy Materials **Proxy Materials Available to VIEW or RECEIVE:** 1. Notice & Proxy Statement 2. Form 10-K **How to View Online:** Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX (located on the following page) and visit: *www.proxyvote.com.* **How to Request and Receive a PAPER or E-MAIL Copy:** If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) *BY INTERNET*: www.proxyvote.com 2) *BY TELEPHONE*: 1-800-579-1639 3) *BY E-MAIL**: sendmaterial@proxyvote.com * If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow XXXX XXXX XXXX (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 03, 2011 to facilitate timely delivery. **How To Vote** Please Choose One of the Following Voting Methods R1.0.0.11699 **Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special 2 requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares. 0000098337 **Vote By Internet:** To vote now by Internet, go to *www.proxyvote.com.* Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX available and follow the instructions. Internal Use **Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card. Only

Voting items The Board of Directors recommends you vote FOR the following: The Board of Directors recommends you 1. Election of Directors **vote 1 YEAR on the following proposal: Nominees** 01 Charles W. Cramb **4** Advisory vote on the frequency of future advisory votes on executive compensation. 02 Dennis J. Letham BARCODE 03 Hari N. Nair **NOTE:** In the discretion of the Proxies named herein, the Proxies are authorized to vote upon such other matters as may properly come 04 Roger B. Porter before the meeting (or any adjournment or postponement thereof). 05 David B. Price, Jr. 06 Gregg M. Sherrill 07 Paul T. Stecko 08 Mitsunobu Takeuchi 09 Jane L. Warner **The Board of Directors recommends you vote FOR proposals 2 and 3. 2** Approve appointment of PricewaterhouseCoopers LLP as 3 independent public accountants for 2011. **® 0000 0000 0000** 0000098337_3 R1.0.0.11699 Broadridge Internal Use Only **3** Approve executive compensation in an xxxxxxxxxx xxxxxxxxxx advisory vote. Cusip Job # Envelope # Sequence # # of # Sequence #

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